

RIPLEY DANIEL L.

Form 4

February 05, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RIPLEY DANIEL L.2. Issuer Name **and** Ticker or Trading  
Symbol  
Conatus Pharmaceuticals Inc.  
[CNAT]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/04/2018☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
SVP, Bus Dev, P&A MgmtC/O CONATUS  
PHARMACEUTICALS INC., 16745  
WEST BERNARDO DRIVE, SUITE  
200

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check  
Applicable Line)☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

SAN DIEGO, CA 92127

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	05/12/2017		A <sup>(1)</sup>	V	761	A \$ <u>1.7</u> <sub>(2)</sub>	28,462	I	See footnote. <u>(3)</u>
Common Stock	11/14/2017		A <sup>(1)</sup>	V	818	A \$ <u>3.48</u> <sub>(4)</sub>	29,280	I	See footnote. <sub>(3)</sub>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
Stock Option (Right to Buy)	\$ 5.17	02/04/2018		A	40,000	(5) 02/03/2028	Common Stock	40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
RIPLEY DANIEL L. C/O CONATUS PHARMACEUTICALS INC. 16745 WEST BERNARDO DRIVE, SUITE 200 SAN DIEGO, CA 92127	Director 10% Owner Officer Other SVP, Bus Dev, P&A Mgmt

## Signatures

/s/ Michelle L. Vandertie, Attorney-in-Fact for Daniel L. Ripley  
02/05/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were acquired under the Company's 2013 Employee Stock Purchase Plan in transactions that were exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- (2) In accordance with the Company's 2013 Employee Stock Purchase Plan, these shares were purchased based on 85% of the closing price of the Issuer's common stock on November 15, 2016, which was the first trading day of the applicable offering period.
- (3) Held by family trust of which the Reporting Person is a trustee. Shares transferred from Reporting Person to family trust immediately following acquisition.
- (4)

## Edgar Filing: RIPLEY DANIEL L. - Form 4

In accordance with the Company's 2013 Employee Stock Purchase Plan, these shares were purchased based on 85% of the closing price of the Issuer's common stock on November 14, 2017, which was the last trading day of the applicable offering period.

The option was granted on February 4, 2018. 25% of the total number of shares of common stock subject to the option will vest on

- (5) February 2, 2019, and 1/48th of the total number of shares of common stock subject to the option will vest monthly thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.