Flex Pharma, Inc. Form 4 November 07, 2016

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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January 31, 2005

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Westphal Christoph H Issuer Symbol Flex Pharma, Inc. [FLKS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ 10% Owner \_X\_\_ Director \_\_Other (specify X\_ Officer (give title C/O FLEX PHARMA, INC., 800 11/07/2016 below) **BOYLSTON STREET** President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BOSTON, MA 02199 Person

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date		3.	4. Securit			5. Amount of	6. Ownership	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	onAcquired (A) or Disposed of (D)		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A)		Reported Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/07/2016		P	8,870	A	\$ 5.7 (1)	3,934,118	D	
Common Stock							3,212,861	Ι	See notes

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

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SEC 1474

(9-02)

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#### 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D)	5	ate	Amou Under Securi	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Topolonig o milet i tume ( i tume oso	Director	10% Owner	Officer	Other			
Westphal Christoph H C/O FLEX PHARMA, INC. 800 BOYLSTON STREET BOSTON, MA 02199	X	X	President and CEO				
Cianaturas							

## Signatures

/s/ Robert Hadfield, 11/07/2016 Attorney-in-Fact

\*\*Signature of Reporting Person

### **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).
- The price in Column 4 is a weighted average purchase price. The prices actually received ranged from \$5.66 to \$5.73. The reporting (1) person will provide to the Issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range.
  - Represents shares held by Longwood Fund II, L.P. ("Longwood Fund II") and Longwood Fund III, L.P. ("Longwood Fund III"). Longwood Fund II GP, LLC is the ultimate General Partner of Longwood Fund II and Longwood Fund III GP, LLC is the ultimate General Partner of Longwood Fund III. Christoph Westphal, M.D., Ph.D., Richard Aldrich and Michelle Dipp, M.D., Ph.D. (collectively,
- the "Managers") are managers of Longwood Fund II GP, LLC and Longwood Fund III GP, LLC, and, as such, may be deemed to have shared voting and dispositive power with respect to the Issuer's securities held by Longwood Fund II and Longwood Fund III (the "Longwood Shares"). Each of the Managers disclaims beneficial ownership of the Longwood Shares, except to the extent of their respective pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.

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.

Reporting Owners 2