

CONCERT PHARMACEUTICALS, INC.

Form 4

February 20, 2014

FORM 4

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

OMB APPROVAL

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Check 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 *
TVM Life Science Ventures VI
GmbH & Co KG

(Last) (First) (Middle)

C/O TVM CAPITAL
GROUP, OTTOSTRASSE 4

(Street)

MUNICH, 2M 80333

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CONCERT PHARMACEUTICALS, INC. [CNCE]

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 02/19/2014 | | C | | 289,991 | A | Ⓛ 329,535 ⁽²⁾ |
| Common Stock | 02/19/2014 | | C | | 560,211 | A | Ⓛ 889,746 ⁽²⁾ |
| Common Stock | 02/19/2014 | | C | | 148,936 | A | Ⓛ 1,038,682 ⁽²⁾ |
| Common Stock | 02/19/2014 | | C | | 99,389 | A | Ⓛ 112,942 ⁽³⁾ |
| | | | | | | I | By TVM Life Sciences Ventures |

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| | | | | | | | | |
|--------------|------------|---|---------|---|------------|----------------------|--------------|--|
| Common Stock | 02/19/2014 | C | 192,003 | A | <u>(1)</u> | 304,945 <u>(3)</u> | I | VI LP <u>(3)</u> By TVM Life Sciences Ventures VI LP <u>(3)</u> |
| Common Stock | 02/19/2014 | C | 51,045 | A | <u>(1)</u> | 355,990 <u>(3)</u> | I | By TVM Life Sciences Ventures VI LP <u>(3)</u> |
| Common Stock | 02/19/2014 | P | 66,287 | A | \$ 14 | 1,104,969 <u>(2)</u> | D <u>(2)</u> | |
| Common Stock | 02/19/2014 | P | 22,713 | A | \$ 14 | 378,703 <u>(3)</u> | I | By TVM Life Sciences Ventures VI LP <u>(3)</u> |

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.

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Series A Convertible Preferred Stock | <u>(1)</u> | 02/19/2014 | | C | 1,638,450 | <u>(1)</u> <u>(4)</u> | Common Stock 289,99 |
| Series B Convertible Preferred Stock | <u>(1)</u> | 02/19/2014 | | C | 3,165,187 | <u>(1)</u> <u>(4)</u> | Common Stock 560,21 |
| Series C Convertible Preferred | <u>(1)</u> | 02/19/2014 | | C | 841,493 | <u>(1)</u> <u>(4)</u> | Common Stock 148,93 |

Stock

| | | | | | | | | |
|---|------------|------------|---|-----------|------------|------------|-----------------|--------|
| Series A Convertible Preferred Stock | <u>(1)</u> | 02/19/2014 | C | 561,550 | <u>(1)</u> | <u>(4)</u> | Common Stock | 99,38 |
| Series B Convertible Preferred Stock | <u>(1)</u> | 02/19/2014 | C | 1,084,813 | <u>(1)</u> | <u>(4)</u> | Common Stock | 192,00 |
| Series C Convertible Preferred Stock | <u>(1)</u> | 02/19/2014 | C | 288,407 | <u>(1)</u> | <u>(4)</u> | Common Stock | 51,04 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TVM Life Science Ventures VI GmbH & Co KG C/O TVM CAPITAL GROUP OTTOSTRASSE 4 MUNICH, 2M 80333 | X | X | | |
| Birner Hubert C/O TVM CAPITAL GROUP OTTOSTRASSE 4 MUNICH, 2M 80333 | | X | | |
| Fischer Stefan C/O TVM CAPITAL GROUP OTTOSTRASSE 4 MUNICH, 2M 80333 | | X | | |
| Goll Alexandra C/O TVM CAPITAL GROUP OTTOSTRASSE 4 MUNICH, 2M 80333 | | X | | |
| Polack Axel C/O TVM CAPITAL GROUP OTTOSTRASSE 4 MUNICH, 2M 80333 | | X | | |
| SCHUHSLER HELMUT C/O TVM CAPITAL GROUP OTTOSTRASSE 4 | X | X | | |

MUNICH, 2M 80333

TVM Life Science Ventures VI LP
 C/O TVM CAPITAL GROUP
 OTTOSTRASSE 4
 MUNICH, 2M 80333

X

Signatures

| | | |
|--|--|------------|
| /s/ Stefan Fischer, Authorized Officer | /s/ Josef Moosholzer, Authorized Officer | 02/20/2014 |
| <p style="text-align: center;">__Signature of Reporting Person</p> | | Date |
| /s/ Rolf Starck, Attorney-in-Fact for Hubert Birner | | 02/20/2014 |
| <p style="text-align: center;">__Signature of Reporting Person</p> | | Date |
| /s/ Rolf Starck, Attorney-in-Fact for Stefan Fischer | | 02/20/2014 |
| <p style="text-align: center;">__Signature of Reporting Person</p> | | Date |
| /s/ Rolf Starck, Attorney-in-Fact for Alexandra Goll | | 02/20/2014 |
| <p style="text-align: center;">__Signature of Reporting Person</p> | | Date |
| /s/ Rolf Starck, Attorney-in-Fact for Axel Polack | | 02/20/2014 |
| <p style="text-align: center;">__Signature of Reporting Person</p> | | Date |
| /s/ Rolf Starck, Attorney-in-Fact for Helmut Schuhsler | | 02/20/2014 |
| <p style="text-align: center;">__Signature of Reporting Person</p> | | Date |
| /s/ Stefan Fischer, Director | /s/ Josef Moosholzer, Officer | 02/20/2014 |
| <p style="text-align: center;">__Signature of Reporting Person</p> | | 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) The Series A, Series B and Series C Convertible Preferred Stock converted into Common Stock on a 1-for-5.65 basis upon the closing of the issuer's initial public offering without payment of consideration.
 The shares are directly held by TVM Life Sciences Ventures VI GMBH & Co. KG ("TVM VI"). Alexandra Goll ("Goll"), Helmut Schuhsler ("Schuhsler"), Hubert Birner ("Birner"), Stefan Fischer ("Fischer") and Alex Polack ("Polack") are members of the investment committee of TVM Life Sciences Ventures VI Management VI Limited Partnership ("TVM VI Management"), a special limited partner of TVM VI, with voting and dispositive power over the shares held by TVM VI. TVM VI Management and these individuals each disclaim beneficial ownership of the shares held by TVM VI except to the extent of any pecuniary interest therein.
 - (2) The shares are directly held by TVM Life Sciences Ventures VI LP ("TVM VI LP"). Goll, Schuhsler, Birner, Fischer and Polack are members of the investment committee of TVM VI Management, a special limited partner of TVM VI LP, with voting and dispositive power over the shares held by TVM VI LP. TVM VI Management and these individuals each disclaim beneficial ownership of the shares held by TVM VI LP except to the extent of any pecuniary interest therein.
 - (3) Not applicable.
 - (4) Not applicable.

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.