

CONCERT PHARMACEUTICALS, INC.

Form 4

February 21, 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 *
QVT Associates GP LLC

2. Issuer Name and Ticker or Trading Symbol
CONCERT PHARMACEUTICALS, INC. [CNCE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

1177 AVENUE OF THE AMERICAS, 9TH FLOOR

(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

NEW YORK, NY 10036

(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, \$0.001 par value | 02/19/2014 | | C | | 259,999 | A | <u>(1)</u> 259,999 | Through QVT Fund IV LP, QVT Fund V LP and Quintessence Fund L.P. <u>(2)</u> |
| Common Stock, \$0.001 par value <u>(4)</u> | 02/19/2014 | | P | | 300,000 | A | \$ 14 559,999 | Through QVT Fund IV LP, QVT Fund V LP and Quintessence |

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

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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 | 250,000 | <u>(1)</u> <u>(3)</u> | Common Stock 44,24 |
| Series B Convertible Preferred Stock | <u>(1)</u> | 02/19/2014 | | C | 1,000,000 | <u>(1)</u> <u>(3)</u> | Common Stock 176,99 |
| Series C Convertible Preferred Stock | <u>(1)</u> | 02/19/2014 | | C | 219,000 | <u>(1)</u> <u>(3)</u> | Common Stock 38,76 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| QVT Associates GP LLC 1177 AVENUE OF THE AMERICAS, 9TH FLOOR | | X | | |

NEW YORK, NY 10036

QVT Fund V LP

1177 AVENUE OF THE AMERICAS, 9TH FLOOR

X

NEW YORK, NY 10036

Signatures

/s/ Tracy Fu, Managing
Member

02/21/2014

 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) 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.

QVT Associates GP LLC is the general partner of QVT Fund IV LP, QVT Fund V LP and Quintessence Fund L.P. (together with QVT Fund IV LP, and QVT Fund V LP, the "Funds"). QVT Financial LP is the investment manager for the Funds and therefore may be
- (2) deemed the beneficial owner of the Common Stock held by the Funds. QVT Financial GP LLC is the general partner of QVT Financial LP and therefore may be deemed the beneficial owner of Common Stock beneficially owned by QVT Financial LP. The reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- (3) Not applicable.
- (4) These 300,000 shares were purchased by the Funds in the Issuer's initial public offering, at which time the reporting persons were no longer 10% owners or otherwise subject to Section 16.

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

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