

Seres Therapeutics, Inc.
 Form 4
 May 06, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
Pomerantz Roger

(Last) (First) (Middle)

**C/O SERES THERAPEUTICS,
 INC., 215 FIRST STREET**

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Seres Therapeutics, Inc. [MCRB]

3. Date of Earliest Transaction
 (Month/Day/Year)
05/04/2016

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)
President and CEO

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 or Price		
Common Stock	05/04/2016		M		\$ 0.71 51,325	D	
Common Stock	05/04/2016		S ⁽¹⁾		\$ 26.52 22,727	D	
Common Stock	05/04/2016		M		\$ 0.71 23,427	D	
Common Stock	05/04/2016		S ⁽¹⁾		\$ 27.31 22,727	D	
	05/05/2016		M		\$ 0.71 43,854	D	

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Common Stock								
Common Stock	05/05/2016	S ⁽¹⁾	21,127	D	\$ 25.48	22,727		D
Common Stock	05/05/2016	M	8,900	A	\$ 0.71	31,627		D
Common Stock	05/05/2016	S ⁽¹⁾	8,900	D	\$ 26.34	22,727		D

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

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 0.71	05/04/2016		M	29,298	<u>(6)</u> 08/07/2024	Common Stock	29,298
Stock Option (right to buy)	\$ 0.71	05/05/2016		M	30,027	<u>(6)</u> 08/07/2024	Common Stock	30,027

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pomerantz Roger C/O SERES THERAPEUTICS, INC.	X		President and CEO	

215 FIRST STREET
CAMBRIDGE, MA 02142

Signatures

/s/ Eric Shaff,
Attorney-in-Fact

05/06/2016

__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 sale reported in the Form 4 was effected pursuant to a Rule 10b5 1 trading plan adopted by the Reporting Person on February 26, 2016.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$26.14 to

- (2) \$27.13. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$27.165

- (3) to \$27.49. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$25.07 to

- (4) \$26.035. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$26.07 to

- (5) \$26.64. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (6) The option vested as to 25% of the shares subject to the option on June 1, 2015. The remainder of the shares have vested or will vest in 12 equal quarterly installments thereafter.

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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