

Tracon Pharmaceuticals, Inc.
Form SC 13G
October 31, 2016

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No.)¹

TRACON Pharmaceuticals, Inc.
(Name of Issuer)

Common Stock, \$.001 par value
(Title of Class of Securities)

89237H100
(CUSIP Number)

September 27, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP NO. 89237H100

1. NAME OF
REPORTING
PERSON
S.S. OR I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSON

Johnson & Johnson
EIN: 22-1024240

2. CHECK
THE
APPROPRIATE
BOX
IF (a) ☐
A (b) ☐
MEMBER
OF
A
GROUP

3. SEC USE ONLY

4. CITIZENSHIP OR
PLACE OF
ORGANIZATION
New Jersey

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5. SOLE
VOTING
POWER -0-
SHARED
VOTING
6. POWER
840,022
SOLE
7. DISPOSITIVE
POWER -0-
SHARED
DISPOSITIVE
8. POWER
840,022

9. AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY EACH
REPORTING

PERSON 840,022
CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
10. IN []
ROW
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11. REPRESENTED
BY AMOUNT IN
ROW (9) 6.4%*
TYPE OF
12. REPORTING
PERSON CO

* Based on 13,056,243 shares of Common Stock outstanding as of September 27, 2016 after giving effect to the acquisition of Common Stock by Johnson & Johnson Innovation-JJDC, Inc. pursuant to a stock purchase agreement with the Issuer.

CUSIP NO. 89237H100

| | |
|----|---|
| 1. | NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |
| | Johnson & Johnson Innovation-JJDC, Inc. EIN: 22-2007137 |
| 2. | CHECK THE APPROPRIATE BOX IF (a) <input type="checkbox"/> A (b) <input type="checkbox"/> MEMBER OF A GROUP |
| 3. | SEC USE ONLY |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION New Jersey |
| 5. | SOLE VOTING POWER -0- SHARED |
| 6. | VOTING POWER 840,022 SOLE |
| 7. | DISPOSITIVE POWER -0- SHARED |
| 8. | DISPOSITIVE POWER 840,022 |
| 9. | AGGREGATE AMOUNT BENEFICIALLY |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

- OWNED
BY EACH
REPORTING
PERSON 840,022
CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
10. IN []
ROW
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11. REPRESENTED
BY AMOUNT IN
ROW (9) 6.4%*
TYPE OF
12. REPORTING
PERSON CO

* Based on 13,056,243 shares of Common Stock outstanding as of September 27, 2016 after giving effect to the acquisition of Common Stock by Johnson & Johnson Innovation-JJDC, Inc. pursuant to a stock purchase agreement with the Issuer.

CUSIP NO. 89237H100

SCHEDULE 13G

ITEM
1(a) NAME OF ISSUER:

TRACON Pharmaceuticals, Inc.

ITEM
1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

8910 University Center Lane, Suite 700
San Diego, CA 92122

ITEM
2(a) NAME OF PERSON FILING:

This statement is being filed by Johnson & Johnson, a New Jersey corporation ("J&J"), and Johnson & Johnson Innovation-JJDC, Inc., a New Jersey corporation ("JJDC"). JJDC is a wholly-owned subsidiary of J&J. The securities reported herein as being held by J&J and JJDC are directly beneficially owned by JJDC. J&J may be deemed to indirectly beneficially own the securities that are directly beneficially owned by JJDC.

ITEM
2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

One Johnson & Johnson Plaza
New Brunswick, NJ 08933

ITEM
2(c) CITIZENSHIP:

J&J: New Jersey
JJDC: New Jersey

ITEM
2(d) TITLE OF CLASS OF SECURITIES:

Common Stock, \$.001 par value per share ("Common Stock")

ITEM
2(e) CUSIP NUMBER:

89237H100

ITEM
3 STATEMENTS FILED PURSUANT TO RULES 13D-1(B) OR 13D-2(B) OR (C):

Not applicable.

ITEM
4 OWNERSHIP:

The information set forth in Rows 5 through 9 and 11 of the cover pages of this Schedule 13G is incorporated herein by reference.

4

CUSIP NO. 89237H100

ITEM
5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable.

ITEM
6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable.

ITEM
7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT COMPANY:

Not applicable.

ITEM
8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

ITEM
9 NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM
10 CERTIFICATION:

By signing below the undersigned certify that, to the best of their knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 89237H100

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: October 31, 2016

JOHNSON & JOHNSON

By: /s/ Thomas Spellman III
Name: Thomas Spellman III
Title: Secretary

JOHNSON & JOHNSON
INNOVATION-JJDC, INC.

By: /s/ Steven M. Rosenberg
Name: Steven M. Rosenberg
Title: Secretary