

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 *
THREE ARCH MANAGEMENT III 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)
3200 ALPINE ROAD,
(Street)

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

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

PORTOLA VALLEY, CA 94028

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

(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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/19/2014		C			13,545	A	Ⓐ	14,854 ⁽²⁾	I	See footnote ⁽²⁾
Common Stock	02/19/2014		C			18,060	A	Ⓐ	32,914 ⁽²⁾	I	See footnote ⁽²⁾
Common Stock	02/19/2014		C			3,612	A	Ⓐ	36,526 ⁽²⁾	I	See footnote ⁽²⁾
Common Stock	02/19/2014		C			251,941	A	Ⓐ	276,295 ⁽³⁾	I	See footnote

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Common Stock	02/19/2014	C	335,922	A	<u>(1)</u>	612,217 <u>(3)</u>	I	<u>(3)</u> See footnote <u>(3)</u>
Common Stock	02/19/2014	C	67,184	A	<u>(1)</u>	679,401 <u>(3)</u>	I	<u>(3)</u> See footnote <u>(3)</u>
Common Stock	02/19/2014	P	5,281	A	\$ 14	41,807 <u>(2)</u>	I	<u>(2)</u> See footnote <u>(2)</u>
Common Stock	02/19/2014	P	98,219	A	\$ 14	777,620 <u>(3)</u>	I	<u>(3)</u> See footnote <u>(3)</u>

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	76,531	<u>(1)</u> <u>(4)</u>	Common Stock 13,54
Series B Convertible Preferred Stock	<u>(1)</u>	02/19/2014		C	102,041	<u>(1)</u> <u>(4)</u>	Common Stock 18,06
Series C Convertible Preferred Stock	<u>(1)</u>	02/19/2014		C	20,408	<u>(1)</u> <u>(4)</u>	Common Stock 3,612
Series A Convertible Preferred	<u>(1)</u>	02/19/2014		C	1,423,469	<u>(1)</u> <u>(4)</u>	Common Stock 251,94

Stock

Series B

Convertible
Preferred
Stock

(1)

02/19/2014

C

1,897,959

(1)(4)

Common
Stock

335,92

Series C

Convertible
Preferred
Stock

(1)

02/19/2014

C

379,592

(1)(4)

Common
Stock

67,18

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THREE ARCH MANAGEMENT III LLC 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028	X	X		
JAEGER WILFRED E C/O THREE ARCH PARTNERS 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028	X	X		
THREE ARCH ASSOCIATES III LP 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028		X		
THREE ARCH PARTNERS III LP 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028		X		
WAN MARK A C/O THREE ARCH PARTNERS 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028		X		

Signatures

/s/ Wilfred Jaeger, as Managing Member of Three Arch Management III, L.L.C.	02/21/2014
__Signature of Reporting Person	Date
/s/ Wilfred Jaeger	02/21/2014
__Signature of Reporting Person	Date
/s/ Wilfred Jaeger, as Managing Member of Three Arch Management III, L.L.C., general partner of Three Arch Associates III, L.P.	02/21/2014
__Signature of Reporting Person	Date
/s/ Wilfred Jaeger, as Managing Member of Three Arch Management III, L.L.C., general partner of Three Arch Partners III, L.P.	02/21/2014
__Signature of Reporting Person	Date

/s/ Mark Wan

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.

These shares are owned directly by Three Arch Associates III, L.P. ("TAA III"). Three Arch Management III, L.L.C. ("TAM III") is the general partner of TAA III, and Wilfred Jaeger and Mark Wan, the Managing Members of TAM III, may be deemed to share voting and dispositive power over the shares held by TAA III. Such persons and entities disclaim beneficial ownership of the shares held by TAA III except to the extent of any pecuniary interest therein.
- (2) These shares are owned directly by Three Arch Partners III, L.P. ("TAP III"). Three Arch Management III, L.L.C. ("TAM III") is the general partner of TAP III, and Wilfred Jaeger and Mark Wan, the Managing Members of TAM III, may be deemed to share voting and dispositive power over the shares held by TAP III. Such persons and entities disclaim beneficial ownership of the shares held by TAP III except to the extent of any pecuniary interest therein.
- (3) These shares are owned directly by Three Arch Partners III, L.P. ("TAP III"). Three Arch Management III, L.L.C. ("TAM III") is the general partner of TAP III, and Wilfred Jaeger and Mark Wan, the Managing Members of TAM III, may be deemed to share voting and dispositive power over the shares held by TAP III. Such persons and entities disclaim beneficial ownership of the shares held by TAP III except to the extent of any pecuniary interest therein.
- (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.

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