

TETRAPHASE PHARMACEUTICALS INC  
Form 4  
October 03, 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 \*  
Freund John Gordon

(Last) (First) (Middle)

480 ARSENAL ST, SUITE 110

(Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TETRAPHASE  
PHARMACEUTICALS INC  
[TTPH]

3. Date of Earliest Transaction (Month/Day/Year)  
10/01/2014

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	10/01/2014		S <sup>(1)</sup>		14,400	D	\$ 20.4088 (2)
							1,123,480
							I
							By Skyline Venture Management IV, LLC <sup>(3)</sup>
Common Stock	10/01/2014		S <sup>(1)</sup>		127,746	D	\$ 20.8918 (4)
							995,734
							I
							By Skyline Venture Management IV, LLC <sup>(3)</sup>
Common Stock	10/02/2014		S <sup>(1)</sup>		27,726	D	\$ 20.7151 (5)
							968,008
							I
							By Skyline Venture Management



## Edgar Filing: TETRAPHASE PHARMACEUTICALS INC - Form 4

- The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$20.00 to
- (2) \$20.60 per share. The reporting person hereby undertakes, upon request of the staff of the U.S. Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- The shares are held by Skyline Venture Partners Qualified Purchaser Fund IV, L.P. ("SVP IV"). The reporting person is a member of Skyline Venture Management IV, LLC, which serves as the sole general partner of SVP IV, and may be deemed to share voting and dispositive power over the shares held by SVP IV. The reporting person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (3)

- The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$20.61 to
- (4) \$21.20 per share. The reporting person hereby undertakes, upon request of the staff of the U.S. Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$20.36 to
- (5) \$20.87 per share. The reporting person hereby undertakes, upon request of the staff of the U.S. Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$20.88 to
- (6) \$21.39 per share. The reporting person hereby undertakes, upon request of the staff of the U.S. Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

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.