

Henn Matthew R.  
Form 3  
February 11, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Henn Matthew R.		(Month/Day/Year)	Seres Therapeutics, Inc. [MCRB]	
(Last)	(First)	02/01/2019		
			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O SERES THERAPEUTICS, INC., 200 SIDNEY STREET				
(Street)			(Check all applicable)	
CAMBRIDGE, MA 02139			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Chief Scientific Officer	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,500	D	

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	06/25/2025	Common Stock	40,000	\$ 18	D	Â
Stock Option (Right to Buy)	Â (2)	01/31/2026	Common Stock	12,500	\$ 26.2	D	Â
Stock Option (Right to Buy)	Â (3)	01/25/2027	Common Stock	30,000	\$ 9.89	D	Â
Restricted Stock Units	Â (4)	Â (5)	Common Stock	7,500	\$ (6)	D	Â
Stock Option (Right to Buy)	Â (7)	01/29/2028	Common Stock	60,000	\$ 10.42	D	Â
Stock Option (Right to Buy)	Â (8)	01/24/2029	Common Stock	73,500	\$ 6.01	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henn Matthew R. C/O SERES THERAPEUTICS, INC. 200 SIDNEY STREET CAMBRIDGE, MA 02139	Â	Â	Â Chief Scientific Officer	Â

## Signatures

/s/ Eric D. Shaff,  
Attorney-in-fact

02/11/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 option has vested as to 25% of the shares on June 26, 2016. The remainder of the shares will vest or have vested in 12 equal quarterly installments thereafter.
- (2) The option has vested as to 25% of the shares on February 1, 2017. The remainder of the shares will vest or have vested in 12 equal quarterly installments thereafter.
- (3) The option has vested as to 25% of the shares on January 26, 2018. The remainder of the shares will vest or have vested in 12 equal quarterly installments thereafter.
- (4) These restricted stock units have vested and settled or will vest and settle as to 20% of the restricted stock units on January 26, 2018, 30% on January 26, 2019 and 50% on January 26, 2020.
- (5) Not applicable.
- (6) Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.
- (7) The option has vested as to 25% of the shares on January 30, 2019. The remainder of the shares will vest in 12 equal quarterly installments thereafter.

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- (8) The option vests as to 25% of the shares on January 25, 2020. The remainder of the shares will vest in 12 equal quarterly installments thereafter.

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**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

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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