

RIPLEY DANIEL L.
Form 4
February 11, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
RIPLEY DANIEL L.

2. Issuer Name and Ticker or Trading Symbol
Conatus Pharmaceuticals Inc.
[CNAT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Bus Dev, P&A Mgmt

C/O CONATUS
PHARMACEUTICALS INC., 16745
WEST BERNARDO DRIVE, SUITE
200

(Street)

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

SAN DIEGO, CA 92127

(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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	05/14/2018		A ⁽¹⁾	V	1,290	A	3.31 <u>(2)</u>	30,570	I	See footnote. <u>(3)</u>
Common Stock	11/14/2018		A ⁽¹⁾	V	1,861	A	3.15 <u>(4)</u>	32,431	I	See footnote. <u>(3)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2	02/07/2019		A	100,000	(5) 02/06/2029	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RIPLEY DANIEL L.
C/O CONATUS PHARMACEUTICALS INC.
16745 WEST BERNARDO DRIVE, SUITE 200
SAN DIEGO, CA 92127

SVP, Bus Dev, P&A Mgmt

Signatures

/s/ Michelle L. Vandertie, Attorney-in-Fact for Daniel L. Ripley

02/11/2019

**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) These shares were acquired under the Company's 2013 Employee Stock Purchase Plan in transactions that were exempt under both Rule 16b-3(d) and Rule 16b-3(c).
 - (2) In accordance with the Company's 2013 Employee Stock Purchase Plan, these shares were purchased based on 85% of the closing price of the Issuer's common stock on May 14, 2018, which was the last trading day of the applicable offering period.
 - (3) Held by family trust of which the Reporting Person is a trustee. Shares transferred from Reporting Person to family trust immediately following acquisition.
 - (4) In accordance with the Company's 2013 Employee Stock Purchase Plan, these shares were purchased based on 85% of the closing price of the Issuer's common stock on May 15, 2018, which was the first trading day of the applicable offering period.

Edgar Filing: RIPLEY DANIEL L. - Form 4

The option was granted on February 7, 2019. 25% of the total number of shares of common stock subject to the option will vest on (5) February 6, 2020, and 1/48th of the total number of shares of common stock subject to the option will vest monthly thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

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.