

Otonomy, Inc.
Form 3
August 12, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 | |
| Â Lichter Jay | | (Month/Day/Year) | Otonomy, Inc. [OTIC] | |
| (Last) | (First) | (Middle) | 08/12/2014 | |
| C/O AVALON VENTURES,Â 1134 KLINE STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner | | |
| | <input type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| LA JOLLA,Â CAÂ 92037 | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | | |

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 | 8,532 | I | See footnote ⁽¹⁾ |

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

SEC 1473 (7-02)

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.

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

Edgar Filing: Otonomy, Inc. - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|-------------------------------------|----------------------------|---------------|---------------------------------------|-------------------------|
| Series A Preferred Stock | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 740,057 | \$ <u>(2)</u> | I | See footnote <u>(1)</u> |
| Series B Preferred Stock | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 175,889 | \$ <u>(3)</u> | I | See footnote <u>(1)</u> |
| Series C Preferred Stock | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 484,691 | \$ <u>(3)</u> | I | See footnote <u>(1)</u> |
| Series C Preferred Stock | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 568,828 | \$ <u>(3)</u> | I | See footnote <u>(4)</u> |
| Series D Preferred Stock | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 136,770 | \$ <u>(3)</u> | I | See footnote <u>(4)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 11/04/2018 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 12/08/2018 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 01/14/2019 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 04/13/2019 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 07/01/2019 | Series A Preferred Stock | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 10/08/2019 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 12/15/2019 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 01/22/2020 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 04/01/2020 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 05/28/2020 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |

| Series C Preferred Stock Warrant (right to buy) | Â (5) | 08/18/2014 | Series C Preferred Stock (3) | 48,539 | \$ 8.79 | I | See footnote (1) |
|---|-------|------------|------------------------------|--------|---------|---|------------------|
| Series C Preferred Stock Warrant (right to buy) | Â (5) | 08/18/2014 | Series C Preferred Stock (3) | 42,472 | \$ 8.79 | I | See footnote (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lichter Jay C/O AVALON VENTURES 1134 KLINE STREET LA JOLLA, CA 92037 | Â X | Â X | Â | Â |

Signatures

/s/ Jay Lichter 08/12/2014

**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 reported securities are held of record by Avalon Ventures VIII, L.P. ("Avalon VIII LP"). The Reporting Person is a managing director of Avalon Ventures VIII GP, LLC ("Avalon VIII GP"), the general partner of Avalon VIII LP, and disclaims beneficial ownership of the securities held by Avalon VIII LP except to the extent of any pecuniary interest therein.

(2) The Series A Convertible Preferred Stock shall automatically convert into Common Stock on a 2.193204365 to one basis immediately prior to the completion of the Issuer's initial public offering of common stock and has no expiration date.

(3) Each of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock shall automatically convert into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and has no expiration date.

(4) The reported securities are held of record by Avalon Ventures X, L.P. ("Avalon X LP"). The Reporting Person is a managing director of Avalon Ventures X GP, LLC ("Avalon X GP"), the general partner of Avalon X LP, and disclaims beneficial ownership of the securities held by Avalon X LP except to the extent of any pecuniary interest therein.

(5) The warrants are immediately exercisable.

Â

Remarks:

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.

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.