

SLATTERY JOSEPH P
Form 4
June 27, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
SLATTERY JOSEPH P

2. Issuer Name and Ticker or Trading Symbol
TRANSENTERIX INC. [TRXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O TRANSENTERIX, INC., 635
DAVIS DRIVE, SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
06/25/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and CFO

(Street)
MORRISVILLE, NC 27560

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 06/25/2018 | | M | | 37,875 | A | \$ 1.53 |
| Common Stock | 06/25/2018 | | M | | 64,583 | A | \$ 2.45 |
| Common Stock | 06/25/2018 | | M | | 131,383 | A | \$ 2.94 |
| Common Stock ⁽¹⁾ | 06/25/2018 | | S | | 233,841 | D | \$ 5 |
| Common Stock | 06/26/2018 | | M | | 93,616 | A | \$ 2.94 |

Edgar Filing: SLATTERY JOSEPH P - Form 4

| | | | | | | | | |
|------------------------------------|------------|---|---------|---|--------------------|-------------------|---|--------|
| Common Stock <u>(1)</u> | 06/26/2018 | M | 8,465 | A | \$ 3.82 | 265,446 | D | |
| Common Stock <u>(1)</u> | 06/26/2018 | S | 178,598 | D | \$ 5 | 86,848 | D | |
| Common Stock <u>(1)</u> | 06/26/2018 | S | 4,483 | D | \$ 5.01 | 82,365 | D | |
| Common Stock <u>(1)</u> | 06/27/2018 | S | 82,365 | D | \$ 6.01 <u>(2)</u> | 0 | D | |
| Common Stock <u>(1)</u> | 06/27/2018 | M | 184,035 | A | \$ 3.82 | 184,035 | D | |
| Common Stock <u>(1)</u> | 06/27/2018 | M | 16,164 | A | \$ 3.94 | 200,199 | D | |
| Common Stock <u>(1)</u> <u>(3)</u> | 06/27/2018 | S | 200,199 | D | \$ 6 <u>(4)</u> | 0 <u>(3)</u> | D | |
| Common Stock <u>(3)</u> | | | | | | 25,000 <u>(3)</u> | I | By IRA |

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 <u>(1)</u> | \$ 1.53 | 06/25/2018 | | M | 37,875 | <u>(5)</u> 10/25/2026 | Common Stock 37,875 |
| Stock Option <u>(1)</u> | \$ 2.45 | 06/25/2018 | | M | 64,583 | <u>(5)</u> 10/28/2025 | Common Stock 64,583 |
| Stock Option <u>(1)</u> | \$ 2.94 | 06/25/2018 | | M | 131,383 | <u>(5)</u> 02/04/2025 | Common Stock 131,383 |

| | | | | | | | | |
|------------------------|---------|------------|---|---------|-----|------------|-----------------|---------|
| Stock Option (1) | \$ 2.94 | 06/26/2018 | M | 93,616 | (5) | 02/04/2025 | Common Stock | 93,616 |
| Stock Option | \$ 3.82 | 06/26/2018 | M | 8,465 | (5) | 02/12/2026 | Common Stock | 8,465 |
| Stock Option (1) | \$ 3.82 | 06/27/2018 | M | 184,035 | (5) | 02/12/2026 | Common Stock | 184,035 |
| Stock Option (1) | \$ 3.94 | 06/27/2018 | M | 16,164 | (5) | 05/27/2024 | Common Stock | 16,164 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| SLATTERY JOSEPH P C/O TRANSENERIX, INC. 635 DAVIS DRIVE, SUITE 300 MORRISVILLE, NC 27560 | | | EVP and CFO | |

Signatures

/s/ Joshua Weingard, as Attorney-in-Fact for Joseph Slattery

06/27/2018

__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 transaction occurred pursuant to a written trading plan dated November 29, 2017 meeting the requirements of Rule 10b5-1(c).
The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.01 to \$6.025 inclusive. The reporting person undertakes to provide to TransEnterix, Inc., any security holder of TransEnterix, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- (2) Following the sales on June 25, 2018, June 26, 2018 and June 27, 2018, the reporting person continues to beneficially own 25,000 shares of the company's common stock. The reporting person also holds stock options to acquire 1,886,821 shares of common stock, of which approximately 27% are vested, and restricted stock units representing an additional 762,444 shares of common stock subject to forfeiture restrictions.
- (3) The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.00 to \$6.01 inclusive. The reporting person undertakes to provide to TransEnterix, Inc., any security holder of TransEnterix, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- (4) Vests 25% on the first anniversary of the date of grant and 1/48th of the entire award monthly on the vesting date anniversary for 36 months, subject to acceleration as set forth in the Incentive Plan and in connection with a termination of employment following a change in control under an employment agreement.
- (5)

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.