

Seres Therapeutics, Inc.

Form 4

April 05, 2016

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pomerantz Roger

(Last) (First) (Middle)

C/O SERES THERAPEUTICS,
INC., 215 FIRST STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Seres Therapeutics, Inc. [MCRB]

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

04/01/2016

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)

President and CEO

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)
Common Stock	04/01/2016		M	90,963	A \$ 0.48	113,690	D
Common Stock	04/01/2016		S ⁽¹⁾	40,506	D \$ 25.67	73,184	D
Common Stock	04/01/2016		S ⁽¹⁾	38,080	D \$ 26.67	35,104	D
Common Stock	04/01/2016		S ⁽¹⁾	12,377	D \$ 27.56	22,727	D

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Common Stock	04/04/2016	M	44,825	A	\$ 0.48	67,552	D
Common Stock	04/04/2016	<u>S⁽¹⁾</u>	15,203	D	<u>\$ 28.17</u> (5)	52,349	D
Common Stock	04/04/2016	<u>S⁽¹⁾</u>	22,418	D	<u>\$ 29.18</u> (6)	29,931	D
Common Stock	04/04/2016	<u>S⁽¹⁾</u>	6,416	D	<u>\$ 29.68</u> (7)	23,515	D
Common Stock	04/04/2016	<u>S⁽¹⁾</u>	788	D	\$ 30	22,727	D

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

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(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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 0.48	04/01/2016		M	90,963	<u>(8)</u> 11/06/2023	Common Stock	90,963
Stock Option (right to buy)	\$ 0.48	04/04/2016		M	44,825	<u>(8)</u> 11/06/2023	Common Stock	44,825

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Pomerantz Roger
C/O SERES THERAPEUTICS, INC. X President and CEO
215 FIRST STREET
CAMBRIDGE, MA 02142

Signatures

/s/ Roger J. 04/05/2016
Pomerantz

__Signature of Date
Reporting Person

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 sale reported in the Form 4 was effected pursuant to a Rule 10b5 1 trading plan adopted by the Reporting Person on February 26, 2016.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$25.21 to

(2) \$26.20. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$26.25 to

(3) \$27.25. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$27.43 to

(4) \$27.79. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$27.52 to

(5) \$28.51. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$28.55 to

(6) \$29.55. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$29.555

(7) to \$29.865. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(8) The option vested as to 25% of the shares subject to the option on September 9, 2014. The remainder of the shares have vested or will vest in 12 equal quarterly installments thereafter.

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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