

Tracon Pharmaceuticals, Inc.  
Form SC 13G  
October 31, 2016

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. )<sup>1</sup>

TRACON Pharmaceuticals, Inc.  
(Name of Issuer)

Common Stock, \$.001 par value  
(Title of Class of Securities)

89237H100  
(CUSIP Number)

September 27, 2016  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.



CUSIP NO. 89237H100

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Johnson & Johnson  
EIN: 22-1024240

2. CHECK THE APPROPRIATE BOX  
IF (a)   
A (b)   
MEMBER OF A GROUP  
3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
New Jersey

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER -0- SHARED VOTING POWER 840,022

6. SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 840,022

7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

8.

9.

- PERSON 840,022  
CHECK  
BOX  
IF  
THE  
AGGREGATE  
10. AMOUNT  
IN [ ]  
ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11. REPRESENTED  
BY AMOUNT IN  
ROW (9) 6.4%\*  
TYPE OF  
12. REPORTING  
PERSON CO

\* Based on 13,056,243 shares of Common Stock outstanding as of September 27, 2016 after giving effect to the acquisition of Common Stock by Johnson & Johnson Innovation-JJDC, Inc. pursuant to a stock purchase agreement with the Issuer.

CUSIP NO. 89237H100

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Johnson & Johnson  
Innovation-JJDC,  
Inc.  
EIN: 22-2007137

2. CHECK THE APPROPRIATE BOX

IF (a)

A (b)

MEMBER

OF

A

GROUP

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
New Jersey

5. SOLE VOTING POWER -0- SHARED

6. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

VOTING POWER

7. 840,022 SOLE DISPOSITIVE POWER -0- SHARED

8. DISPOSITIVE POWER

840,022

9. AGGREGATE AMOUNT BENEFICIALLY

- OWNED  
BY EACH  
REPORTING  
PERSON 840,022  
CHECK  
BOX  
IF  
THE  
AGGREGATE  
AMOUNT  
10. IN [ ]  
ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11. REPRESENTED  
BY AMOUNT IN  
ROW (9) 6.4%\*  
TYPE OF  
12. REPORTING  
PERSON CO

\* Based on 13,056,243 shares of Common Stock outstanding as of September 27, 2016 after giving effect to the acquisition of Common Stock by Johnson & Johnson Innovation-JJDC, Inc. pursuant to a stock purchase agreement with the Issuer.

CUSIP NO. 89237H100

SCHEDULE 13G

ITEM  
1(a) NAME OF ISSUER:

TRACON Pharmaceuticals, Inc.

ITEM  
1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

8910 University Center Lane, Suite 700  
San Diego, CA 92122

ITEM  
2(a) NAME OF PERSON FILING:

This statement is being filed by Johnson & Johnson, a New Jersey corporation ("J&J"), and Johnson & Johnson Innovation-JJDC, Inc., a New Jersey corporation ("JJDC"). JJDC is a wholly-owned subsidiary of J&J. The securities reported herein as being held by J&J and JJDC are directly beneficially owned by JJDC. J&J may be deemed to indirectly beneficially own the securities that are directly beneficially owned by JJDC.

ITEM  
2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

One Johnson & Johnson Plaza  
New Brunswick, NJ 08933

ITEM  
2(c) CITIZENSHIP:

J&J: New Jersey  
JJDC: New Jersey

ITEM  
2(d) TITLE OF CLASS OF SECURITIES:

Common Stock, \$.001 par value per share ("Common Stock")

ITEM  
2(e) CUSIP NUMBER:

89237H100

ITEM  
3 STATEMENTS FILED PURSUANT TO RULES 13D-1(B) OR 13D-2(B) OR (C):

Not applicable.

ITEM  
4 OWNERSHIP:

The information set forth in Rows 5 through 9 and 11 of the cover pages of this Schedule 13G is incorporated herein by reference.

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CUSIP NO. 89237H100

ITEM  
5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable.

ITEM  
6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable.

ITEM  
7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT COMPANY:

Not applicable.

ITEM  
8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

ITEM  
9 NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM  
10 CERTIFICATION:

By signing below the undersigned certify that, to the best of their knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 89237H100

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: October 31, 2016

JOHNSON & JOHNSON

By: /s/ Thomas Spellman III  
Name: Thomas Spellman III  
Title: Secretary

JOHNSON & JOHNSON  
INNOVATION-JJDC, INC.

By: /s/ Steven M. Rosenberg  
Name: Steven M. Rosenberg  
Title: Secretary