

Otonomy, Inc.
Form 4
August 19, 2014

FORM 4

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

OMB APPROVAL

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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 *
Novo A/S

(Last) (First) (Middle)

TUBORG HAVNEVEJ 19

(Street)

HELLERUP, G7 2900

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Otonomy, Inc. [OTIC]

3. Date of Earliest Transaction (Month/Day/Year)
08/18/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

SEE REMARKS

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/18/2014 | | X | | 36,405 | A | Ⓛ |
| Common Stock | 08/18/2014 | | X | | 31,854 | A | Ⓛ |
| Common Stock | 08/18/2014 | | C | | 1,919,201 | A | Ⓛ |
| Common Stock | 08/18/2014 | | P | | 171,875 | A | \$ 16 |
| | | | | | 2,159,335 | | |

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

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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) | |
|---|--|--------------------------------------|--|--------------------------------|---|-----------|--|-----------------|---|----------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series C Preferred Stock Warrant (Right to Buy) | (1) | 08/18/2014 | | X | | 36,405 | (1) | 08/23/2022 | Common Stock | 36,405 |
| Series C Preferred Stock Warrant (Right to Buy) | (1) | 08/18/2014 | | X | | 31,854 | (1) | 01/22/2023 | Common Stock | 31,854 |
| Series B Preferred Stock | (2) | 08/18/2014 | | C | | 439,724 | (2) | (2) | Common Stock | 439,724 |
| Series C Preferred Stock | (2) | 08/18/2014 | | C | | 1,131,436 | (2) | (2) | Common Stock | 1,131,436 |
| Series D Preferred Stock | (2) | 08/18/2014 | | C | | 348,041 | (2) | (2) | Common Stock | 348,041 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Novo A/S TUBORG HAVNEVEJ 19 HELLERUP, G7 2900 | | X | | SEE REMARKS |

Signatures

/s/ Thorkil Kastberg Christensen, Chief Financial Officer of
Novo A/S

08/18/2014

__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) Immediately prior to the closing of the Issuer's initial public offering (the "IPO Closing"), the warrants were exercised for shares of Series C Preferred Stock (the "Series C Warrant Shares") at an exercise price of \$8.79 per share (after adjustment for the 35.16-for-1 reverse split of common stock (the "Stock Split") effected by the Issuer on July 31, 2014). The Series C Warrant Shares were automatically converted upon the IPO Closing on a one-for-one basis for no additional consideration into the Issuer's common stock. The number of shares indicated for this line item represents the number of shares of the Issuer's common stock covered by the warrants and the subsequent conversion of such warrants into the Series C Warrant Shares as adjusted for the Stock Split.

(2) The Series B, Series C and Series D Preferred Stock (collectively, the "Preferred Stock") had no expiration date and was convertible at any time at the holder's election. Upon the IPO Closing, the Preferred Stock automatically converted on a one-for-one basis for no additional consideration into the Issuer's common stock. The number of shares reported on this line item reflects the number of shares of the Issuer's common stock as adjusted for the Stock Split.

Remarks:

Novo A/S is a Danish limited liability company. The board of directors of Novo A/S (the "Novo Board"), which is currently c

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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