

TETRALOGIC PHARMACEUTICALS CORP
 Form 4
 December 18, 2013

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 *
 AMGEN INC

2. Issuer Name and Ticker or Trading Symbol
 TETRALOGIC
 PHARMACEUTICALS CORP
 [TLOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/17/2013

ONE AMGEN CENTER DRIVE
 (Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

THOUSAND OAKS, CA 91320

(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 or (D) Price | | | |
| Common Stock | 12/17/2013 | | C | 448,767 A \$ 0 ⁽²⁾ | 448,767 | D | |
| Common Stock | 12/17/2013 | | C | 268,116 A \$ 0 ⁽²⁾ | 268,116 | I | By Ventures ⁽¹⁾ |
| Common Stock | 12/17/2013 | | X | 1,141 ⁽³⁾ A \$ 6.4022 ⁽²⁾ | 269,257 | I | By Ventures ⁽¹⁾ |
| Common Stock | 12/17/2013 | | P | 272,142 A \$ 7 | 541,399 | I | By Ventures |

(1)

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 Number Shares |
| Convertible Notes | \$ 7 <u>(2)</u> | 12/17/2013 | | C | \$ 3,000,000 | <u>(2)</u> | <u>(2)</u> | Common Stock | 448,76 |
| Series B Convertible Preferred Stock | <u>(2)</u> | 12/17/2013 | | C | 108,932 | <u>(2)</u> | <u>(2)</u> | Common Stock | 108,93 |
| Series C Convertible Preferred Stock | <u>(2)</u> | 12/17/2013 | | C | 117,361 | <u>(2)</u> | <u>(2)</u> | Common Stock | 117,36 |
| Convertible Notes | \$ 7 <u>(2)</u> | 12/17/2013 | | C | \$ 279,103 | <u>(2)</u> | <u>(2)</u> | Common Stock | 41,82 |
| Series C Convertible Preferred Stock Warrants (Right To Buy) | \$ 6.4022 <u>(2)</u> | 12/17/2013 | | X | 13,355 | <u>(2)</u> | <u>(2)</u> | Common Stock | 13,35 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AMGEN INC ONE AMGEN CENTER DRIVE | | X | | |

THOUSAND OAKS, CA 91320

Amgen Ventures LLC
ONE AMGEN CENTER DRIVE
THOUSAND OAKS, CA 91320

X

Signatures

/s/ David J. Scott Senior Vice President, General Counsel and Secretary on behalf of Amgen Ventures LLC and Amgen Inc.

12/17/2013

__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) Owned directly by Amgen Ventures LLC ("Ventures"), a wholly-owned subsidiary of Amgen Inc. ("Amgen"). Amgen may be deemed to beneficially own securities held by Ventures, but disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.
- (2) As more fully described in the Issuer's Registration Statement on Form S-1 (Registration No. 333-191811) (the "Registration Statement"), in connection with the Issuer's initial public offering (the "Offering"), upon the closing of the Offering, (i) each outstanding share of the Issuer's preferred stock was converted on a one-for-one basis into the Issuer's common stock, (ii) certain warrants for the right to purchase Series C Convertible Preferred Stock were exercised on a one-for-one basis at the exercise price reported herein and converted into common stock of the Issuer on a one-for-one basis, and (iii) the Issuer's common stock was issued upon conversion of the convertible notes by dividing the face value of such notes plus accrued interest due on such notes by the initial public offering price of the Issuer's common stock.
- (3) In accordance with the terms of the Warrant to Purchase Equity Securities, the warrant was net exercised and based on a fair market value of \$7.00 per share, a net of 1,141 shares were acquired by Ventures.

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.