

Conatus Pharmaceuticals Inc  
Form 4  
August 01, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Perret Marc Olivier

2. Issuer Name and Ticker or Trading Symbol  
Conatus Pharmaceuticals Inc [CNAT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
07/30/2013

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

C/O CONATUS PHARMACEUTICALS INC., 4365 EXECUTIVE DRIVE, SUITE 200

(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  
 Form filed by More than One Reporting Person

SAN DIEGO, CA 92121

(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)
Common Stock	07/30/2013		C <sup>(1)</sup>	1,258,730	A <u>(1)</u> 1,258,730	I	See footnotes (2) (3)
Common Stock	07/30/2013		X <sup>(4)</sup>	46,675	A <u>(4)</u> 1,305,405	I	See footnotes (2) (3)
Common Stock	07/30/2013		S <sup>(4)</sup>	352	D \$ 11 1,305,053	I	See footnotes (2) (3)

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Common Stock	07/30/2013	J <sup>(5)</sup>	16,742	A	\$ 11	1,321,795	I	See footnotes (2) (3)
Common Stock	07/30/2013	P	165,525	A	\$ 11	1,487,320	I	See footnotes (2) (3)

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 Security (Instr. 3 and 4)
					Code	V	(A)	(D)	Date Exercisable	
Series A Preferred Stock	(1)	07/30/2013		C(1)			6,666,668	(1)	(1)	Common Stock
Series B Preferred Stock	(1)	07/30/2013		C(1)			3,717,861	(1)	(1)	Common Stock
Warrants to Purchase Shares of Series A Preferred Stock	(4)	07/30/2013		X(4)			385,070	(4)	(4)	Common Stock
Stock Option (Right to Buy)	\$ 11	07/30/2013		A			30,000	(7)	07/29/2023	Common Stock

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Perret Marc Olivier  
C/O CONATUS PHARMACEUTICALS INC. X X  
4365 EXECUTIVE DRIVE, SUITE 200  
SAN DIEGO, CA 92121

## Signatures

/s/ Charles J. Cashion, Attorney-in-Fact for Marc Olivier  
Perret 08/01/2013

\_\_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) The outstanding shares of Preferred Stock of the Issuer automatically converted into the shares of Common Stock of the Issuer at the closing of the Issuer's initial public offering (the "IPO") at a conversion ratio of 1 share of Common Stock for every 8.25 shares of Preferred Stock, rounded down to the nearest whole number, for no additional consideration.

(2) The shares are held by Cooperative Gilde Healthcare II U.A.

(3) The manager of Cooperative Gilde Healthcare II U.A. is Gilde Healthcare II Management B.V., which is indirectly owned by three managing partners, Edwin de Graaf, Marc Olivier Perret and Martenmanshurk B.V. (of which Pieter van der Meer is the owner and manager), through a holding entity, Gilde Healthcare Holding B.V. Gilde Healthcare Holding B.V. is owned in equal thirds by the three managing partners. Each of Edwin de Graaf, Marc Olivier Perret and Pieter van der Meer share voting and dispositive power of the shares, and disclaim beneficial ownership of the shares except to the extent of their respective pecuniary interest therein.

(4) Upon the conversion of all outstanding shares of Preferred Stock of the Issuer in connection with the closing of the IPO, the warrants to purchase shares of Series A Preferred Stock were converted to warrants to purchase Common Stock with an exercise price of \$0.0825 per share, at a ratio of 1 share of Common Stock for every 8.25 shares of Preferred Stock, rounded down to the nearest whole number, and were then net exercised based on the IPO price of \$11.00 per share.

(5) The common stock was acquired upon conversion of a convertible promissory note exempt from the definition of a derivative security because the conversion price did not become fixed until automatic conversion at the time of the closing of the IPO.

(6) The warrants are held by Cooperative Gilde Healthcare II U.A.

(7) The shares subject to this option become exercisable as they vest. One-third of the total number of shares subject to this option vests and becomes exercisable on each anniversary of the grant date, so that the entire number of shares subject to this option becomes fully vested and exercisable on the third anniversary of the grant date.

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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