

Fernando Anthony C. J.
Form 4
February 06, 2019

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 *
Fernando Anthony C. J.

(Last) (First) (Middle)

C/O TRANSENTERIX, INC., 635
DAVIS DRIVE, SUITE 300

(Street)

MORRISVILLE, NC 27560

(City) (State) (Zip)

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

TRANSENTERIX INC. [TRXC]

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

02/04/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Operating Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/04/2019		M	113,778	A \$ 0	304,229	D
Common Stock	02/04/2019		F(1)	35,733	D \$ 2.57	268,496	D

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

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SEC 1474
(9-02)

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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 Expiration Date	Title Amount
Stock Option	\$ 2.47	02/06/2019		A	526,000	(2) 02/06/2029	Common Stock 52
Restricted Stock Units	(3)	02/06/2019		A	350,000	(4) (4)	Common Stock 35
Restricted Stock Units	(3)	02/04/2019		M	59,334	(5) (5)	Common Stock 59
Restricted Stock Units	(3)	02/04/2019		M	30,000	(5) (5)	Common Stock 30
Restricted Stock Units	(3)	02/04/2019		M	24,444	(5) (5)	Common Stock 24

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Fernando Anthony C. J. C/O TRANSENTERIX, INC. 635 DAVIS DRIVE, SUITE 300 MORRISVILLE, NC 27560	Chief Operating Officer

Signatures

/s/Joshua Weingard, as Attorney-in-Fact for Anthony Fernando
02/06/2019

**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) This transaction represents the payment of a tax liability on the lapse of forfeiture restrictions on a derivative security and acquisition of the underlying shares.
- (2) Vests 25% on the first anniversary of the date of grant and 1/48th of the entire award monthly on the vesting date anniversary for 36 months, subject to acceleration as set forth in the Incentive Plan and the Reporting Person's Employment Agreement with the Company.

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- (3) Each restricted stock unit represents the right to receive one share of the Registrant's common stock.

Forfeiture restrictions will lapse on the restricted stock units in three substantially equal annual installments of 116,667, 116,667, and

- (4) 116,666 on February 4, 2020, 2021 and 2022 as long as the Reporting Person remains in the employ of the Registrant, subject to acceleration as set forth in the Incentive Plan and the Reporting Person's Employment Agreement with the Company.

Forfeiture restrictions will lapse as to 1/3rd of the restricted stock units on February 4 of each of the first three years following the date of

- (5) grant, as long as the Reporting Person remains in the employ of the Registrant, subject to acceleration as set forth in the Incentive Plan and the Reporting Person's Employment Agreement with the Company.

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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