

RIPLEY DANIEL L.

Form 4

February 11, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RIPLEY DANIEL L.

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)
C/O CONATUS
PHARMACEUTICALS INC., 16745
WEST BERNARDO DRIVE, SUITE
200

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, Bus Dev, P&A Mgmt

(Street)
SAN DIEGO, CA 92127

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Ownership (Instr. 4)
Common Stock	05/14/2018		A ⁽¹⁾	V 1,290 A Code V Amount (A) or (D) Price \$ 3.31 (2)	30,570	I	See footnote. (3)
Common Stock	11/14/2018		A ⁽¹⁾	V 1,861 A Code V Amount (A) or (D) Price \$ 3.15 (4)	32,431	I	See footnote. (3)

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

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(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 or Number of Shares
Stock Option (Right to Buy)	\$ 2	02/07/2019		A		100,000		<u>(5)</u>	02/06/2029	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RIPLEY DANIEL L.
C/O CONATUS PHARMACEUTICALS INC.
16745 WEST BERNARDO DRIVE, SUITE 200
SAN DIEGO, CA 92127

SVP, Bus Dev, P&A Mgmt

Signatures

/s/ Michelle L. Vandertie, Attorney-in-Fact for Daniel L.
Ripley

02/11/2019

 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) These shares were acquired under the Company's 2013 Employee Stock Purchase Plan in transactions that were exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- (2) In accordance with the Company's 2013 Employee Stock Purchase Plan, these shares were purchased based on 85% of the closing price of the Issuer's common stock on May 14, 2018, which was the last trading day of the applicable offering period.
- (3) Held by family trust of which the Reporting Person is a trustee. Shares transferred from Reporting Person to family trust immediately following acquisition.
- (4) In accordance with the Company's 2013 Employee Stock Purchase Plan, these shares were purchased based on 85% of the closing price of the Issuer's common stock on May 15, 2018, which was the first trading day of the applicable offering period.

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The option was granted on February 7, 2019. 25% of the total number of shares of common stock subject to the option will vest on

- (5) February 6, 2020, and 1/48th of the total number of shares of common stock subject to the option will vest monthly thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting 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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