

CONCERT PHARMACEUTICALS, INC.

Form 4

February 21, 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 *
Skyline Venture Partners Qualified Purchaser Fund IV L P

(Last) (First) (Middle)

525 UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CONCERT PHARMACEUTICALS, INC. [CNCE]

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

02/20/2014

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) ___ Other (specify below)

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

___ Form filed by One Reporting Person
X 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 | 02/20/2014 | | C | | 389,380 | A | Ⓐ | 421,752 | I | See Footnote (2) |
| Common Stock | 02/20/2014 | | C | | 530,974 | A | Ⓐ | 952,726 | I | See Footnote (2) |
| Common Stock | 02/20/2014 | | C | | 106,194 | A | Ⓐ | 1,058,920 | I | See Footnote (2) |
| Common Stock | 02/20/2014 | | P | | 150,000 | A | \$ 14 | 1,208,920 | I | See Footnote |

(2)

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series A Convertible Preferred Stock | (1) | 02/20/2014 | | C | 2,200,000 | (1) | (3) | Common Stock | 389,38 |
| Series B Convertible Preferred Stock | (1) | 02/20/2014 | | C | 3,000,000 | (1) | (3) | Common Stock | 530,97 |
| Series C Convertible Preferred Stock | (1) | 02/20/2014 | | C | 600,000 | (1) | (3) | Common Stock | 106,19 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Skyline Venture Partners Qualified Purchaser Fund IV L P 525 UNIVERSITY AVENUE PALO ALTO, CA 94301 | | X | | |
| Skyline Venture Management IV, LLC 525 UNIVERSITY AVENUE PALO ALTO, CA 94301 | | X | | |
| KANEKO YASUNORI 525 UNIVERSITY AVENUE PALO ALTO, CA 94301 | | X | | |

Signatures

| | |
|--|------------|
| SKYLINE VENTURE PARTNERS QUALIFIED PURCHASER FUND IV, L.P. By: SKYLINE VENTURE MANAGEMENT IV, LLC Its: General Partner Kerensa Kenny, Attorney-in-Fact | 02/21/2014 |
| __Signature of Reporting Person | Date |
| SKYLINE VENTURE MANAGEMENT IV, LLC Kerensa Kenny, Attorney-in-Fact | 02/21/2014 |
| __Signature of Reporting Person | Date |
| YASUNORI KANEKO, M.D. Kerensa Kenny, Attorney-in-Fact | 02/21/2014 |
| __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) The Series A, Series B and Series C Convertible Preferred Stock converted into Common Stock on a 1-for-5.65 basis upon the closing of the issuer's initial public offering without payment of consideration.
Held by Skyline Venture Partners Qualified Purchaser Fund IV L.P. Dr. John G. Freund and Dr. Yasunori Kaneko are Managing Members of Skyline Venture Management IV, LLC, which is the sole general partner of Skyline Venture Partners Qualified Purchaser Fund IV, L.P., and as such may be deemed to share voting and dispositive power with respect to all shares held by Skyline Venture Partners Qualified Purchaser Fund IV, L.P. Drs. Freund and Kaneko disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein. Dr. Freund is a director of the Issuer and, accordingly, files separate Section 16 reports.
- (2) Fund IV, L.P., and as such may be deemed to share voting and dispositive power with respect to all shares held by Skyline Venture Partners Qualified Purchaser Fund IV, L.P. Drs. Freund and Kaneko disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein. Dr. Freund is a director of the Issuer and, accordingly, files separate Section 16 reports.
- (3) Not applicable.

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.