

CONCERT PHARMACEUTICALS, INC.

Form 4

December 16, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
JAEGER WILFRED E

2. Issuer Name and Ticker or Trading Symbol
CONCERT PHARMACEUTICALS, INC. [CNCE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2015

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

C/O THREE ARCH PARTNERS, 19 SOUTH B STREET, SUITE 14

(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 MATEO, CA 94401

(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				(A) or (D)	Price
Common Stock	12/14/2015		S			1,861	D	\$ 20.0881 (1)	30,810	I	See Footnote (2)
Common Stock	12/14/2015		S			100	D	\$ 20.0881 (1)	1,657	I	See Footnote (3)
Common Stock	12/14/2015		S			1,919	D	\$ 20.0881 (1)	31,763	I	See Footnote (4)
Common	12/14/2015		S			42	D	\$	702	I	See

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Stock					20.0881				Footnote (5)
					<u>(1)</u>				
Common Stock	12/15/2015		S	25,894	D	\$ 20.1041	4,916	I	See Footnote (2)
						<u>(6)</u>			
Common Stock	12/15/2015		S	1,392	D	\$ 20.1041	265	I	See Footnote (3)
						<u>(6)</u>			
Common Stock	12/15/2015		S	26,697	D	\$ 20.1041	5,066	I	See Footnote (4)
						<u>(6)</u>			
Common Stock	12/15/2015		S	589	D	\$ 20.1041	113	I	See Footnote (5)
						<u>(6)</u>			
Common Stock	12/16/2015		S	4,916	D	\$ 19.5656	0	I	See Footnote (2)
						<u>(7)</u>			
Common Stock	12/16/2015		S	265	D	\$ 19.5656	0	I	See Footnote (3)
						<u>(7)</u>			
Common Stock	12/16/2015		S	5,066	D	\$ 19.5656	0	I	See Footnote (4)
						<u>(7)</u>			
Common Stock	12/16/2015		S	113	D	\$ 19.5656	0	I	See Footnote (5)
						<u>(7)</u>			

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Title	

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAEGER WILFRED E C/O THREE ARCH PARTNERS 19 SOUTH B STREET, SUITE 14 SAN MATEO, CA 94401	X			
THREE ARCH MANAGEMENT III LLC C/O THREE ARCH PARTNERS 19 SOUTH B STREET, SUITE 14 SAN MATEO, CA 94401	X			
Three Arch Management IV, L.L.C. C/O THREE ARCH PARTNERS 19 SOUTH B STREET, SUITE 14 SAN MATEO, CA 94401	X			

Signatures

/s/ Wilfred Jaeger	12/16/2015
__Signature of Reporting Person	Date
/s/ Wilfred Jaeger, as Managing Member of Three Arch Management III, L.L.C.	12/16/2015
__Signature of Reporting Person	Date
/s/ Wilfred Jaeger, as Managing Member of Three Arch Management IV, L.L.C.	12/16/2015
__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).

The range of prices for the transaction reported on this line was \$20.00 to \$20.17. The average weighted price was \$20.088057. The

(1) reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) These shares are owned directly by Three Arch Partners III, L.P. ("TAP III"). Three Arch Management III, L.L.C. ("TAM III") is the general partner of TAP III, and Wilfred Jaeger and Mark Wan, the Managing Members of TAM III, may be deemed to share voting and dispositive power over the shares held by TAP III. Such persons and entities disclaim beneficial ownership of the shares held by TAP III except to the extent of any pecuniary interest therein.

(3) These shares are owned directly by Three Arch Associates III, L.P. ("TAA III"). TAM III is the general partner of TAA III, and Wilfred Jaeger and Mark Wan, the Managing Members of TAM III, may be deemed to share voting and dispositive power over the shares held by TAA III. Such persons and entities disclaim beneficial ownership of the shares held by TAA III except to the extent of any pecuniary interest therein.

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- (4) These shares are owned directly by Three Arch Partners IV, L.P. ("TAP IV"). Three Arch Management IV, L.L.C. ("TAM IV") is the general partner of TAP IV, and Wilfred Jaeger and Mark Wan, the Managing Members of TAM IV, may be deemed to share voting and dispositive power over the shares held by TAP IV. Such persons and entities disclaim beneficial ownership of the shares held by TAP IV except to the extent of any pecuniary interest therein.

- (5) These shares are owned directly by Three Arch Associates IV, L.P. ("TAA IV"). TAM IV is the general partner of TAA IV, and Wilfred Jaeger and Mark Wan, the Managing Members of TAM IV, may be deemed to share voting and dispositive power over the shares held by TAA IV. Such persons and entities disclaim beneficial ownership of the shares held by TAA IV except to the extent of any pecuniary interest therein.

- (6) The range of prices for the transaction reported on this line was \$20.00 to \$20.38. The average weighted price was \$20.104108. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (7) The range of prices for the transaction reported on this line was \$19.40 to \$20.04. The average weighted price was \$19.5656. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Remarks:

Following the transaction reported in this Form 4, Wilfred Jaeger, as a director of the Issuer, will remain subject to Section 16.

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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