

TRANSENERIX INC.
Form 4/A
February 16, 2016

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 *
Fernando Anthony C. J.

2. Issuer Name and Ticker or Trading Symbol
TRANSENERIX INC. [TRXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O TRANSENERIX, INC., 635
DAVIS DRIVE, SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Technology Officer

(Street)
MORRISVILLE, NC 27560

4. If Amendment, Date Original Filed(Month/Day/Year)
02/12/2016

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
				Code	V				
Stock Option ⁽¹⁾	\$ 3.82	02/12/2016	A	330,000		⁽²⁾	02/12/2026	Common Stock	330,000
Restricted Stock Units ⁽¹⁾	\$ 0	02/12/2016	A	73,333		⁽³⁾	⁽³⁾	Common Stock	73,333

Reporting Owners

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

Signatures

/s/ Joshua Weingard as Attorney-in-Fact for Anthony Fernando	02/16/2016
**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 purpose of this Form 4/A is to correct the number of stock options granted, provide the vesting schedule for the stock options granted, and correct the schedule for lapse of forfeiture restrictions on the RSUs granted.
- Vests 25% on the first anniversary of the date of grant and thereafter 1/48th of the entire award monthly for 36 months. The outstanding
- (2) equity awards are subject to acceleration provisions set forth in an Employment Agreement between the Registrant and the Reporting Person in connection with termination of employment due to a Change in Control.
- Each restricted stock unit represents the right to receive one share of the Registrant's common stock. Forfeiture restrictions will lapse on
- (3) the restricted stock units in three equal installments of 24,445, 24,444 and 24,444 on February 4, 2017, 2018 and 2019, respectively, so long as the Reporting Person remains in the employ of the Registrant, subject to acceleration as set forth in his Employment Agreement or in the Registrant's Incentive Plan.

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.