

SLATTERY JOSEPH P
Form 4
October 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
SLATTERY JOSEPH P

(Last) (First) (Middle)

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

(Street)

MORRISVILLE, NC 27560

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	10/01/2018		M		11,951	A	\$ 1.42
Common Stock ⁽¹⁾	10/01/2018		M		9,375	A	\$ 1.53
Common Stock ⁽¹⁾	10/01/2018		M		6,250	A	\$ 2.45
Common Stock ⁽¹⁾	10/01/2018		M		11,250	A	\$ 2.94
Common Stock ⁽¹⁾	10/01/2018		M		13,750	A	\$ 3.82

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Common Stock <u>(1)</u>	10/01/2018	M	3,575	A	\$ 4.02	56,151	D	
Common Stock <u>(1)</u>	10/01/2018	S	56,151	D	\$ 5.73 <u>(2)</u>	0	D	
Common Stock <u>(1)</u>	10/02/2018	M	8,500	A	\$ 1.42	8,500	D	
Common Stock <u>(1)</u>	10/02/2018	S	8,500	D	\$ 5.77 <u>(3)</u>	0	D	
Common Stock <u>(4)</u>						25,000	I	By IRA

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)	8. Amount or Number of Shares
Stock Option <u>(1)</u>	\$ 1.42	10/01/2018		M	11,951	<u>(5)</u> 02/02/2027	Common Stock	11,951
Stock Option <u>(1)</u>	\$ 1.53	10/01/2018		M	9,375	<u>(5)</u> 10/25/2026	Common Stock	9,375
Stock Option <u>(1)</u>	\$ 2.45	10/01/2018		M	6,250	<u>(5)</u> 10/28/2025	Common Stock	6,250
Stock Option <u>(1)</u>	\$ 2.94	10/01/2018		M	11,250	<u>(5)</u> 02/04/2025	Common Stock	11,250
	\$ 3.82	10/01/2018		M	13,750	<u>(5)</u> 02/12/2026		13,750

Stock Option (1)								Common Stock	
Stock Option (1)	\$ 4.02	10/01/2018	M	3,575	(6)	04/21/2024	Common Stock	3,575	
Stock Option (1)	\$ 1.42	10/02/2018	M	8,500	(5)	02/02/2027	Common Stock	8,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLATTERY JOSEPH P C/O TRANSENERIX, INC. 635 DAVIS DRIVE, SUITE 300 MORRISVILLE, NC 27560			EVP and CFO	

Signatures

/s/ Joshua Weingard, as Attorney-in-Fact for Joseph Slattery 10/03/2018

**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 transaction occurred pursuant to a written trading plan dated November 29, 2017 meeting the requirements of Rule 10b5-1(c).
The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.64 to \$5.805 inclusive. The reporting person undertakes to provide to TransEnterix, Inc., any security holder of TransEnterix, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- (2) The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.75 to \$5.78. inclusive. The reporting person undertakes to provide to TransEnterix, Inc., any security holder of TransEnterix, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- (3) Following the sales on October 1, 2018, the reporting person continues to beneficially own 25,000 shares of the company's common stock. The reporting person also holds stock options to acquire 1,749,470 shares of common stock, of which approximately 26% are vested, and restricted stock units representing an additional 595,777 shares of common stock subject to forfeiture restrictions.
- (4) 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.
- (5) Fully vested.
- (6)

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.