

AFEYAN NOUBAR
Form 4
March 27, 2013

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 *
Flagship Ventures Fund 2004 L P

(Last) (First) (Middle)

1 MEMORIAL DRIVE, 7TH FLOOR

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TETRAPHASE PHARMACEUTICALS INC [TTPH]

3. Date of Earliest Transaction (Month/Day/Year)
03/25/2013

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)

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)			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)
Common Stock	03/25/2013		C			72,068	A	Ⓐ	72,068 ⁽²⁾	D
Common Stock	03/25/2013		C			94,003	A	Ⓐ	166,071 ⁽²⁾	D
Common Stock	03/25/2013		C			393,863	A	Ⓐ	559,934 ⁽²⁾	D
Common Stock	03/25/2013		C			331,953	A	Ⓐ	891,887 ⁽²⁾	D
	03/25/2013		C			673,962	A	Ⓐ	673,962 ⁽³⁾	D

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Common
Stock

Common Stock 03/25/2013 P 491,824 A \$ 7 1,165,786 ⁽³⁾ D

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 Security (Instr. 3 and 4)
					V	(A) (D)	Date Exercisable	Expiration Date	
Series A-1 Convertible Participating Preferred Stock	(1)	03/25/2013		C		2,090,000	(1)	(4)	Common Stock 72,000 (1)
Series A-2 Convertible Participating Preferred Stock	(1)	03/25/2013		C		2,726,088	(1)	(4)	Common Stock 94,000 (1)
Series B Convertible Participating Preferred Stock	(1)	03/25/2013		C		11,422,045	(1)	(4)	Common Stock 393,000 (1)
Series C Convertible Participating Preferred Stock	(1)	03/25/2013		C		9,626,604	(1)	(4)	Common Stock 331,000 (1)
Series C Convertible Participating Preferred Stock	(1)	03/25/2013		C		19,544,924	(1)	(4)	Common Stock 673,000 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flagship Ventures Fund 2004 L P 1 MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142		X		
Flagship Ventures Fund 2007, L.P. 1 MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142		X		
Flagship Ventures 2007 General Partner LLC 1 MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142		X		
Flagship Ventures General Partner LLC 1 MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142		X		
AFEYAN NOUBAR 1 MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142		X		
KANIA EDWIN M JR 1 MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142		X		

Signatures

/s/ Noubar B. Afeyan Ph. D., for Flagship Ventures Fund 2004, L.P. as Manager of Flagship Ventures General Partner LLC, its General Partner	03/27/2013
__Signature of Reporting Person	Date
/s/ Noubar B. Afeyan Ph. D., for Flagship Ventures Fund 2007, L.P. as Manager of Flagship Ventures 2007 General Partner LLC, its General Partner	03/27/2013
__Signature of Reporting Person	Date
/s/ Noubar B. Afeyan Ph. D., as Manager of Flagship Ventures 2007 General Partner LLC	03/27/2013
__Signature of Reporting Person	Date
/s/ Noubar B. Afeyan Ph. D., as Manager of Flagship Ventures General Partner LLC	03/27/2013
__Signature of Reporting Person	Date
/s/ Noubar B. Afeyan Ph. D.	03/27/2013
__Signature of Reporting Person	Date
/s/ Edwin M. Kania, Jr.	03/27/2013
__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)

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The Series A-1, Series A-2, Series B and Series C Convertible Preferred Stock converted into Common Stock on a 1-for-29 basis upon the closing of the issuer's initial public offering without payment of consideration.

Held by Flagship Ventures Fund 2004, L.P. ("Flagship 2004"). Flagship Ventures General Partner LLC ("Flagship LLC") is the general partner of Flagship Ventures Fund 2004, L.P. Noubar B. Afeyan Ph.D. and Edwin M. Kania, Jr. are the managers of Flagship LLC.

- (2) Flagship LLC and each of these individuals may be deemed to share voting and investment power with respect to all shares held by Flagship 2004. Each of the filing persons disclaims beneficial ownership of the shares except to the extent of any pecuniary interest therein.

Held by Flagship Ventures Fund 2007, L.P. ("Flagship 2007"). Flagship Ventures 2007 General Partner, LLC ("Flagship 2007 LLC") is the general partner of Flagship 2007. Noubar B. Afeyan Ph.D. and Edwin M. Kania, Jr. are the managers of Flagship 2007 LLC. Flagship 2007 LLC and each of these individuals may be deemed to share voting and investment power with respect to all shares held by Flagship 2007. Each of the filing persons disclaims beneficial ownership of the shares except to the extent of any pecuniary interest therein.

- (4) 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.

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