#### Edgar Filing: TETRAPHASE PHARMACEUTICALS INC - Form 4

#### TETRAPHASE PHARMACEUTICALS INC

Form 4 May 13, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 4 or
Form 5
obligations
may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Macdonald Guy  (Last) (First) (Middle)	2. Issuer Name and Ticker or Trading Symbol TETRAPHASE PHARMACEUTICALS INC [TTPH] 3. Date of Earliest Transaction (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  _X_ Director 10% Owner X_ Officer (give title Other (specification))  President and Chief Executive		
480 ARSENAL ST. SUITE 110	05/11/2015			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
WATERTOWN, MA 02472		Form filed by More than One Reporting Person		

(City)	(State)	Tabl	e I - Non-I	Derivative (	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dia (Instr. 3, 4)	sposed	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/11/2015		M	20,000 (1)	A	\$ 7.94	90,537	D	
Common Stock	05/11/2015		S	20,000 (1)	D	\$ 41.51 (2)	70,537	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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# 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. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		erivative Expiration Date ecurities (Month/Day/Year) ccquired (A) r Disposed of D) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Employee Stock Option (right to buy)	\$ 7.94	05/11/2015		M		20,000	(3)	05/14/2023	Common Stock	20,000						

Relationships

## **Reporting Owners**

Reporting Owner Name / Address	<b></b>				
	Director	10% Owner	Officer	Other	

Macdonald Guy

480 ARSENAL ST. SUITE 110 X President and Chief Executive

WATERTOWN, MA 02472

## **Signatures**

/s/Maria Stahl as Attorney-in-Fact for Guy
Macdonald
05/13/2015

\*\*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).
- (1) The exercise and sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 25, 2014.
- The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$40.51 to (2) \$42.61 per share. The reporting person herby undertakes, upon request of the staff of the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (3) Vests as to 25% of the original number of shares granted on 5/15/2013 and further vests as to an additional 6.25% of the original number of shares granted at the end of each successive three-month period thereafter until 5/15/2017.

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.

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