

CONCERT PHARMACEUTICALS, INC.

Form 4

November 20, 2014

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 *
Three Arch Management IV, L.L.C.

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)
3200 ALPINE ROAD,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2014

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

PORTOLA VALLEY, CA 94028

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

(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 (D) Price | | | |
| Common Stock | 11/18/2014 | | S | 244,600 D \$ 12.29 | 557,126 | I | See Footnote (1) |
| Common Stock | 11/18/2014 | | S | 5,400 D \$ 12.29 | 12,301 | I | See Footnote (2) |

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 (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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Three Arch Management IV, L.L.C. 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028 | X | X | | |
| JAEGER WILFRED E 3200 ALPINE RD C/O THREE ARCH PARTNERS PORTOLA VALLEY, CA 94028 | X | X | | |
| WAN MARK A 3200 ALPINE RD C/O THREE ARCH PARTNERS PORTOLA VALLEY, CA 94028 | | | X | |
| THREE ARCH PARTNERS IV LP 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028 | | X | | |
| THREE ARCH ASSOCIATES IV LP 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028 | | X | | |

Signatures

/s/ Wilfred Jaeger, as Managing Member of Three Arch Management IV, L.L.C.

11/20/2014

__Signature of Reporting Person

Date

/s/ Wilfred Jaeger

11/20/2014

__Signature of Reporting Person

Date

11/20/2014

/s/ Wilfred Jaeger, as Managing Member of Three Arch Management IV, L.L.C., general partner of Three Arch Partners IV, L.P.

__Signature of Reporting Person

Date

/s/ Wilfred Jaeger, as Managing Member of Three Arch Management IV, L.L.C., general partner of Three Arch Associates IV, L.P.

11/20/2014

__Signature of Reporting Person

Date

/s/ Mark Wan

11/20/2014

__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) 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.

(2) 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.

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.

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.