

TETRAPHASE PHARMACEUTICALS INC
 Form 4
 March 04, 2015

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 *
 Macdonald Guy

(Last) (First) (Middle)

480 ARSENAL ST. SUITE 110
 (Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/02/2015

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)
 President and Chief Executive

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 03/02/2015 | | M | | 10,000 ⁽¹⁾ \$ 7.94 | 60,537 ⁽²⁾ | D |
| Common Stock | 03/02/2015 | | S | | 200 ⁽¹⁾ \$ 38.9 | 60,337 | D |
| Common Stock | 03/02/2015 | | S | | 9,800 ⁽¹⁾ \$ 39.67 ⁽³⁾ | 50,537 | D |

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

Persons who respond to the collection of information contained in this form are not

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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 7.94 | 03/02/2015 | | M | 10,000 (1) | (4) 05/14/2023 | Common Stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Macdonald Guy 480 ARSENAL ST. SUITE 110 WATERTOWN, MA 02472 | X | | President and Chief Executive | |

Signatures

/s/ David C. Lubner (as attorney-in-fact for Guy Macdonald) 03/04/2015

__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 amount of securities beneficially owned by the reporting person following the transaction reported on this Form 4 reflects the purchase by the reporting person of 537 shares of common stock on November 17, 2014 under the Tetraphase Pharmaceuticals, Inc. 2014 Employee Stock Purchase Plan (the "ESPP"). The shares purchased under the ESPP were inadvertently omitted from the amount of securities beneficially owned that were reported in the Form 4's filed by the reporting person on January 9, 2015, January 22, 2015 and February 4, 2015.
- (3) The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$39.17 to \$40.05 per share. The reporting person hereby 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.

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- (4) Vested as to 25% of the original number of shares granted on 5/15/2014 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.