

Otonomy, Inc.
Form 4
September 22, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LeBel Carl

(Last) (First) (Middle)

C/O OTONOMY, INC., 6275
NANCY RIDGE DRIVE, SUITE
100

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Otonomy, Inc. [OTIC]

3. Date of Earliest Transaction
(Month/Day/Year)
09/21/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Scientific Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	09/21/2015		M	4,167 A	\$ 1.76 13,087 ⁽¹⁾	D	
Common Stock	09/21/2015		M	17,083 A	\$ 6.33 30,170	D	
Common Stock	09/21/2015		S ⁽²⁾	21,250 D	\$ 24.3565 8,920 ⁽³⁾	D	

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

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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)	\$ 1.76	09/21/2015		M		4,167		<u>(4)</u>	12/20/2023	Common Stock	4,167
Employee Stock Option (right to buy)	\$ 6.33	09/21/2015		M		17,083		<u>(5)</u>	06/03/2024	Common Stock	17,083

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LeBel Carl C/O OTONOMY, INC. 6275 NANCY RIDGE DRIVE, SUITE 100 SAN DIEGO, CA 92121	Chief Scientific Officer

Signatures

/s/ Eric J. Loumeau, by power of attorney 09/22/2015

__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).

The Form 4 filed by the Reporting Person on June 2, 2015 reported that there were a total of 389 shares held directly by the Reporting Person. This number did not include the Reporting Person's 8,531 shares acquired prior to the Issuer's initial public offering, also directly held by the Reporting Person. Column 5 of Table I now reflects these additional 8,531 shares.

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- (2) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plan.

The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$23.51 to \$25.81

- (3) per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- (4) One fourth of the shares subject to the option vested on September 1, 2014 and one forty-eighth of the shares vest monthly thereafter.
- (5) One fourth of the shares subject to the option vested on April 23, 2015 and one forty-eighth of the shares vest monthly thereafter.

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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