

Macdonald Guy
Form 4
January 19, 2018

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

480 ARSENAL ST. SUITE 110

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/19/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
President and Chief Executive

WATERTOWN, MA 02472

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/12/2017		A	3,101 (1) A 127,440		D	
Common Stock	11/14/2017		A	1,566 (1) A 129,006		D	

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

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(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 Number Shares
Restricted Stock Unit	(2)	01/19/2018		A	100,000	(3)	(3)	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 6.34	01/19/2018		A	300,000	(4)	01/18/2028	Common Stock	300,000

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/Maria Stahl as Attorney-in-Fact for Guy
Macdonald

01/19/2018

**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 were purchased pursuant to the issuer's 2014 Employee Stock Purchase Plan.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock of Tetrphase Pharmaceuticals, Inc. for no consideration.
- (3) These restricted stock units shall be eligible to vest upon achievement of certain performance conditions and, if such conditions are met, shall vest on January 31, 2021.
- (4) Vests as to 6.25% of the shares on 4/19/2018 and further vests as to an additional 6.25% of the original grant at the end of each successive three-month period thereafter until 1/19/2022.

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.