

Edwards Larry G.
Form 3
March 06, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Edwards Larry G.		(Month/Day/Year)	TETRAPHASE PHARMACEUTICALS INC [TTPH]	
(Last)	(First)	(Middle)	03/01/2018	
C/O TETRAPHASE PHARMACEUTICALS, INC., Â 480 ARSENAL WAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
WATERTOWN, Â MA Â 02472			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Operating Officer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	28,032	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	06/30/2025	Common Stock	60,000	\$ 47.88	D	Â
Employee Stock Option (Right to Buy)	Â (2)	01/05/2026	Common Stock	40,000	\$ 8.47	D	Â
Employee Stock Option (Right to Buy)	Â (3)	01/29/2027	Common Stock	85,000	\$ 3.69	D	Â
Employee Stock Option (Right to Buy)	Â (4)	04/12/2027	Common Stock	100,000	\$ 8.17	D	Â
Employee Stock Option (Right to Buy)	Â (5)	01/16/2028	Common Stock	115,000	\$ 6.24	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	20,000	\$ (7)	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Stock	32,000	\$ (7)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Larry G. C/O TETRAPHASE PHARMACEUTICALS, INC. 480 ARSENAL WAY WATERTOWN, MA 02472	Â	Â	Â Chief Operating Officer	Â

Signatures

/s/Maria Stahl as Attorney-in-Fact for Larry G. Edwards 03/06/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) This option vests over four years. Twenty-five percent (25%) of the shares vested on July 1, 2016 and 6.25% of the shares vest at the end of each successive quarter thereafter.
- (2) Vests as to 6.25% of the shares on 4/6/2016 and further vests as to an additional 6.25% of the original grant at the end of each successive three-month period thereafter until 1/6/2020.
- (3) Vests as to 6.25% of the shares on 4/30/2017 and further vests as to an additional 6.25% of the original grant at the end of each successive three-month period thereafter until 1/31/2021.
- (4) Vests as to 6.25% of the shares on 7/13/2017 and further vests as to an additional 6.25% of the original grant at the end of each successive three-month period thereafter until 4/13/2021.
- (5)

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Vests as to 6.25% of the shares on 4/17/2018 and further vests as to an additional 6.25% of the original grant at the end of each successive three-month period thereafter until 1/17/2022.

- (6) The restricted stock units vest in three equal installments on each of January 6, 2017, January 6, 2018 and January 6, 2019.
- (7) Each restricted stock unit represents a contingent right to receive one share of common stock of Tetrphase Pharmaceuticals, Inc. for no consideration.
- (8) These restricted stock units shall be earned upon achievement of certain performance conditions and, if earned, shall vest on January 31, 2021.

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.