

SLATTERY JOSEPH P

Form 4

February 25, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SLATTERY JOSEPH P

(Last) (First) (Middle)

C/O TRANSENTERIX, INC., 635
DAVIS DRIVE, SUITE 300

(Street)

MORRISVILLE, NC 27560

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TRANSENTERIX INC. [TRXC]

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

02/21/2019

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)

EVP and CFO

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 Ownership (Instr. 4)
Common Stock <u>(1)</u>	02/21/2019		S	17,650 D	\$ 3.25 44,929	D	
Common Stock <u>(1)</u>	02/22/2019		M	26,292 A	\$ 1.39 71,221	D	
Common Stock <u>(1)</u>	02/22/2019		S	71,221 D	\$ 3.25 0	D	
Common Stock <u>(2)</u>					25,000	I	By IRA

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

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(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. Amount or Number of Shares
Stock Option (1)	\$ 1.39	02/22/2019		M	26,292	(3) 02/07/2028	Common Stock	26,292

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLATTERY JOSEPH P C/O TRANSENTERIX, INC. 635 DAVIS DRIVE, SUITE 300 MORRISVILLE, NC 27560			EVP and CFO	

Signatures

/s/ Joshua Weingard, as Attorney-in-Fact for Joseph
Slattery

02/25/2019

__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 transactions occurred pursuant to a written trading plan dated November 29, 2017, meeting the requirements of Rule 10b5-1(c) with these sales hitting an established sales price trigger of \$3.25 per share.

(2) Following the sales on February 21, 2019 and February 22, 2019, the reporting person continues to beneficially own 25,000 shares of the company's common stock. The reporting person also holds stock options to acquire 2,448,178 shares of common stock, of which approximately 31% are vested, and restricted stock units representing an additional 931,999 shares of common stock subject to forfeiture restrictions.

(3) Vests 25% on the first anniversary of the date of grant and 1/48th of the entire award monthly on the vesting date anniversary for 36 months, subject to acceleration as set forth in the Incentive Plan and the reporting person's Employment Agreement with the Company.

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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