

Haines Timothy
Form 4
November 08, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Haines Timothy

(Last) (First) (Middle)

420 SOUTH FAIRVIEW, SUITE 200

(Street)

SANTA BARBARA, CA 93117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Sientra, Inc. [SIEN]

3. Date of Earliest Transaction (Month/Day/Year)
11/06/2018

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)

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-------------------|
| | | | Code | V | Amount | Price | | |
| Common Stock | 11/06/2018 | | S(1) | | 8,514 | D 21.13 (2) | 2,471,980 (3) I | See Notes (6) (7) |
| Common Stock | 11/06/2018 | | S(1) | | 81,137 | D \$ 21.6 (4) | 2,390,843 (5) I | See Notes (6) (7) |
| Common Stock | | | | | | | 37,662 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 required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Haines Timothy 420 SOUTH FAIRVIEW, SUITE 200 SANTA BARBARA, CA 93117 | X | | | |

Signatures

/s/ Timothy Haines
11/08/2018
**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Abingworth Bioventures VI, LP ("ABV VI") and Abingworth Bioventures V Co-Invest Growth Equity Fund LP ("AGE") on September 5, 2018.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.25 per share, inclusive. Timothy Haines (the "Reporting Person") undertakes to provide to Sientra, Inc. ("Sientra"), any security holder of Sientra, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth herein.
 - (2) Consists of (i) 1,235,990 shares held of record by ABV V, and (ii) 1,235,990 shares held of record by AGE. ABV V and AGE are collectively referred to as the "Abingworth Funds." The investment manager of the Abingworth Funds is Abingworth LLP ("Abingworth"). Abingworth Bioventures V GP LP ("Abingworth GP"), a Scottish limited partnership, serves as the general partner of each of the Abingworth Funds. Abingworth General Partner V LLP, a Scottish limited liability partnership, serves as the general partner of Abingworth GP. Abingworth GP (acting by its general partner Abingworth General Partner V LLP) has delegated to Abingworth all investment and dispositive power over the shares held by the Abingworth Funds. The Reporting Person holds the reported securities

Edgar Filing: Haines Timothy - Form 4

indirectly through Abingworth.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.27 to \$22.25 per share, inclusive. Reporting Person undertakes to provide to Sientra, any security holder of Sientra, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth herein.

- (4)

Consists of (i) 1,195,421 shares held of record by ABV V, and (ii) 1,195,422 shares held of record by AGE. The investment manager of the Abingworth Funds is Abingworth. Abingworth GP, a Scottish limited partnership, serves as the general partner of each of the Abingworth Funds. Abingworth General Partner V LLP, a Scottish limited liability partnership, serves as the general partner of Abingworth GP. Abingworth GP (acting by its general partner Abingworth General Partner V LLP) has delegated to Abingworth all investment and dispositive power over the shares held by the Abingworth Funds. The Reporting Person holds the reported securities indirectly through Abingworth.

- (5)

The Reporting Person is part of an investment committee of Abingworth, which approves investment and voting decisions by a majority vote, and no individual member has the sole control or voting power over the shares held by the Abingworth Funds. From time to time, the investment committee may delegate investment and voting authority over certain securities held by the Abingworth Funds to employees of Abingworth subject to the supervision and oversight of the investment committee, including any limits on such authority imposed by the investment committee in its discretion and the right of the investment committee to revoke such authority at any time.

- (6)

The Reporting Person disclaims beneficial ownership of all shares held of record by the Abingworth Funds, except to the extent of his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person, Abingworth or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (7)

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.