

Otonomy, Inc.
Form 4
August 19, 2014

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 *
Novo A/S

(Last) (First) (Middle)

TUBORG HAVNEVEJ 19

(Street)

HELLERUP, G7 2900

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Otonomy, Inc. [OTIC]

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

08/18/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SEE REMARKS

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/18/2014		X	36,405	A <u>11</u> 36,405	D	
Common Stock	08/18/2014		X	31,854	A <u>11</u> 68,259	D	
Common Stock	08/18/2014		C	1,919,201	A <u>21</u> 1,987,460	D	
Common Stock	08/18/2014		P	171,875	A \$ 16 2,159,335	D	

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series C Preferred Stock Warrant (Right to Buy)	<u>(1)</u>	08/18/2014		X	36,405	<u>(1)</u> 08/23/2022	Common Stock 36,405
Series C Preferred Stock Warrant (Right to Buy)	<u>(1)</u>	08/18/2014		X	31,854	<u>(1)</u> 01/22/2023	Common Stock 31,854
Series B Preferred Stock	<u>(2)</u>	08/18/2014		C	439,724	<u>(2)</u> <u>(2)</u>	Common Stock 439,724
Series C Preferred Stock	<u>(2)</u>	08/18/2014		C	1,131,436	<u>(2)</u> <u>(2)</u>	Common Stock 1,131,436
Series D Preferred Stock	<u>(2)</u>	08/18/2014		C	348,041	<u>(2)</u> <u>(2)</u>	Common Stock 348,041

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Novo A/S TUBORG HAVNEVEJ 19 HELLERUP, G7 2900		X		SEE REMARKS

Signatures

/s/ Thorkil Kastberg Christensen, Chief Financial Officer of
Novo A/S

08/18/2014

____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) Immediately prior to the closing of the Issuer's initial public offering (the "IPO Closing"), the warrants were exercised for shares of Series C Preferred Stock (the "Series C Warrant Shares") at an exercise price of \$8.79 per share (after adjustment for the 35.16-for-1 reverse split of common stock (the "Stock Split") effected by the Issuer on July 31, 2014). The Series C Warrant Shares were automatically converted upon the IPO Closing on a one-for-one basis for no additional consideration into the Issuer's common stock. The number of shares indicated for this line item represents the number of shares of the Issuer's common stock covered by the warrants and the subsequent conversion of such warrants into the Series C Warrant Shares as adjusted for the Stock Split.

(2) The Series B, Series C and Series D Preferred Stock (collectively, the "Preferred Stock") had no expiration date and was convertible at any time at the holder's election. Upon the IPO Closing, the Preferred Stock automatically converted on a one-for-one basis for no additional consideration into the Issuer's common stock. The number of shares reported on this line item reflects the number of shares of the Issuer's common stock as adjusted for the Stock Split.

Remarks:

Novo A/S is a Danish limited liability company. The board of directors of Novo A/S (the "Novo Board"), which is currently c

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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