Otonomy, Inc. Form 4 August 18, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

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(b).

1. Name and Address of Reporting Person * DP VIII Associates, L.P.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Otonomy, Inc. [OTIC]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

(Check all applicable) Director X 10% Owner

C/O DOMAIN ASSOCIATES. LLC, ONE PALMER SQUARE

4. If Amendment, Date Original

Officer (give title

6. Individual or Joint/Group Filing(Check

Other (specify

Filed(Month/Day/Year)

(Month/Day/Year)

08/18/2014

Applicable Line)

Form filed by One Reporting Person X_ Form filed by More than One Reporting

below)

PRINCETON, NJ 08542

(City)	(State) (2	Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/18/2014		Code V	Amount 11,490	(D)	Price \$ 0 (1)	11,490	D (2) (3)	
Common Stock	08/18/2014		M	502	A	\$ 8.79	11,992	D (2) (3)	
Common Stock	08/18/2014		F	277	D	\$ 16	11,715	D (2) (3)	

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

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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. Transactic Code (Instr. 8)	5. Number coof 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. Prio Deriva Secur (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series B Preferred Stock	(1)	08/18/2014		C	3,238	<u>(1)</u>	<u>(1)</u>	Common Stock	3,238	\$
Series C Preferred Stock	(1)	08/18/2014		C	6,866	<u>(1)</u>	<u>(1)</u>	Common Stock	6,866	\$
Series D Preferred Stock	<u>(1)</u>	08/18/2014		F	1,386	<u>(1)</u>	<u>(1)</u>	Common Stock	1,386	\$
Series C Preferred Stock Warrant (Right to Buy)	\$ 8.79	08/18/2014		M	502	(1)(4)	(1)(4)	Common Stock (1)	502	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting 6 (mor rame), radices	Director	10% Owner	Officer	Other		
DP VIII Associates, L.P. C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542		X				
Domain Partners VIII, L.P. C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542		X				
		X				

Reporting Owners 2

BLAIR JAMES C C/O DOMAIN ASSOCIATES, LLC ONE PALMER SOUARE PRINCETON, NJ 08542 **DOVEY BRIAN H** C/O DOMAIN ASSOCIATES, LLC X X ONE PALMER SQUARE PRINCETON, NJ 08542 TREU JESSE I C/O DOMAIN ASSOCIATES, LLC X ONE PALMER SQUARE PRINCETON, NJ 08542 SCHOEMAKER KATHLEEN K C/O DOMAIN ASSOCIATES, LLC X ONE PALMER SQUARE PRINCETON, NJ 08542 VITULLO NICOLE C/O DOMAIN ASSOCIATES, LLC X ONE PALMER SQUARE PRINCETON, NJ 08542 Halak Brian K C/O DOMAIN ASSOCIATES, LLC X ONE PALMER SQUARE PRINCETON, NJ 08542

Signatures

/s/ Kathleen K. Schoemaker, as Managing Member of One Palmer Square Associates VIII, LLC, the general partner of DP VIII Associates, L.P., individually and as Attorney-in-Fact for J. Blair, B. Dovey, J. Treu, N. Vitullo and B. Halak

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) All outstanding Preferred Stock automatically converted into Common Stock upon the closing of the Issuer's initial public offering for no additional consideration. The Preferred Stock had no expiration date.
 - The securities reported as directly beneficially owned by the designated Reporting Person may be deemed to be indirectly beneficially owned by each of the Reporting Owners listed below, each of whom is a managing member of One Palmer Square Associates VIII, LLC, the sole general partner of the designated Reporting Person. Pursuant to Instruction 4(b)(iv) of Form 4, each such individual has elected to
- the sole general partner of the designated Reporting Person. Pursuant to Instruction 4(b)(iv) of Form 4, each such individual has elected to report as indirectly beneficially owned the entire number of securities owned by the designated Reporting Person, however each of them disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.
- As managing members of the sole general partner of Domain Partners VIII, L.P., each Reporting Owner listed below may also be deemed to indirectly beneficially own the securities of the Issuer held by Domain Partners VIII, L.P., as reported on a Form 4 for Domain Partners VIII, L.P. filed on the same date as this Form 4.
- (4) Immediately prior to the closing of the Issuer's initial public offering the Warrants were net exercised for shares of Series C Preferred Stock, which then automatically converted into shares of Common Stock upon closing for no additional consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Signatures 3

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