Sientra, Inc. Form 3 October 28, 2016

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Expires: January 31, 2005

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response...

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

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person *

Williams Patrick F.

(Last)

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

10/26/2016

Sientra, Inc. [SIEN]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

420 SOUTH

FAIRVIEW, SUITE 200

(Street)

(Check all applicable)

Chief Financial Officer, SVP

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

GOLETA, Â CAÂ 93117

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

Director _X__ Officer

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)

Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Date Exercisable

Expiration Date

Title Amount or Number of Derivative Security

Security: Direct (D) or Indirect

Shares (I)

(Instr. 5)

Non-statutory Inducement Stock Option (Right to \hat{A} $\frac{(1)}{S}$ 10/26/2026 $\frac{Common}{Stock}$ 300,000 \$ 7.93 D \hat{A}

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Williams Patrick F.

420 SOUTH FAIRVIEW SUITE 200

GOLETA, CAÂ 93117

Relationships

Other

Signatures

Patrick F. Williams 10/28/2016

**Signature of
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - Non-statutory stock option vests, as to 200,000 shares subject to the option, over the course of four years with 25% of the shares subject to the option vesting on the one-year anniversary of October 26, 2016, the grant date and 75% of the shares subject to the option vesting
- (1) in 36 equal monthly installments thereafter, and as to 100,000 shares subject to the option, in accordance with performance criteria established by the Issuer's Compensation Committee. Vesting is subject to reporting person's continued service relationship with the Issuer on each vesting date.

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.

Reporting Owners 2