

Edwards Larry G.
Form 4
January 18, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Edwards Larry G.

(Last) (First) (Middle)

C/O TETRAPHASE
PHARMACEUTICALS, INC., 480
ARSENAL WAY

(Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TETRAPHASE
PHARMACEUTICALS INC
[TTPH]

3. Date of Earliest Transaction
(Month/Day/Year)
01/17/2019

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) below)

Chief Operating Officer

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)
				(A) or (D)			
Common Stock	01/06/2019		A	V 4,277 A <u>(1)</u>	32,309	D	
Common Stock	05/14/2018		A	V 2,058 A <u>(2)</u>	34,367	D	
Common Stock	11/14/2018		A	V 2,509 A <u>(3)</u>	36,876	D	

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

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SEC 1474
(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 or Number of Shares
Restricted Stock Units	(4)	01/17/2019		A	45,000	(5) (5)	Common Stock 45,000
Restricted Stock Units	(4)	01/17/2019		A	150,000	(6) (6)	Common Stock 150,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Edwards Larry G.
C/O TETRAPHASE PHARMACEUTICALS, INC.
480 ARSENAL WAY
WATERTOWN, MA 02472

Chief Operating Officer

Signatures

/s/Maria Stahl as Attorney-in-Fact for Larry G. Edwards

01/18/2019

**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).

- On January 6, 2016, the Reporting person was granted 20,000 restricted stock units ("RSUs") (the "2016 RSU grant") that were previously reported on Table II Of Form 4, which form was filed with the Securities and Exchange Commission on March 6, 2018. Of the 2016 RSU grant, 6,666 shares vested on January 6, 2019 of which 2,389 shares were withheld by the Issuer to satisfy the reporting
- (1) person's tax withholding obligations in connection with the delivery of the conversion of the RSUs into common stock on the vesting date. The total number of shares beneficially owned by the reporting person includes the 4,277 RSUs converted into shares of common stock of the Issuer on the January 2019 vesting date. The RSUs converted into shares of common stock of the Issuer prior to the January 2019 vesting date were previously reported as shares beneficially owned by the reporting person.

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- The amount of securities beneficially owned by the reporting person following the transaction reported on this Form 4 reflects the
- (2) purchase by the reporting person of 2,058 shares of common stock on May 14, 2018 pursuant to the issuer's 2014 Employee Stock Purchase Plan.

- The amount of securities beneficially owned by the reporting person following the transaction reported on this Form 4 reflects the
- (3) purchase by the reporting person of 2,509 shares of common stock on November 14, 2018 pursuant to the issuer's 2014 Employee Stock Purchase Plan.

- (4) Each restricted stock unit represents a contingent right to receive one share of common stock of Tetrphase Pharmaceuticals, Inc. for no consideration.

- (5) The restricted stock units shall be eligible to vest upon achievement of certain performance conditions and, if such conditions are met, shall vest on various dates beginning no earlier than March 1, 2020 and ending no later than March 1, 2022.

- (6) The restricted stock units vest in three equal installments on each of January 17, 2020, January 17, 2021 and January 17, 2022.

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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