

CONCERT PHARMACEUTICALS, INC.

Form 4

March 11, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
McGowan Pauline

(Last) (First) (Middle)

C/O CONCERT PHARMACEUTICALS, INC., 99 HAYDEN AVENUE, SUITE 500

(Street)

LEXINGTON, MA 02421

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CONCERT PHARMACEUTICALS, INC. [CNCE]

3. Date of Earliest Transaction (Month/Day/Year)  
03/10/2015

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)  
VP, Finance

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	(A) or (D)	Price
Common Stock	03/10/2015		M <sup>(1)</sup>		8,849	A	\$ 1.13
Common Stock	03/10/2015		S <sup>(2)</sup>		8,849	D	\$ 13.9
Common Stock	03/10/2015		M <sup>(1)</sup>		6,194	A	\$ 1.13
Common Stock	03/10/2015		S <sup>(2)</sup>		6,194	D	\$ 13.9

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Common Stock	03/10/2015	M <sup>(1)</sup>	7,079	A	<sup>(3)</sup> \$ 3.79	7,079	D
Common Stock	03/10/2015	S <sup>(2)</sup>	7,079	D	\$ 13.90	0	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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.13	03/10/2015		M <sup>(1)</sup>	8,849	<sup>(4)</sup> 06/04/2017	Common Stock	8,849
Employee Stock Option (right to buy)	\$ 1.13	03/10/2015		M <sup>(1)</sup>	6,194	<sup>(4)</sup> 12/11/2017	Common Stock	6,194
Employee Stock Option (right to buy)	\$ 3.79	03/10/2015		M <sup>(1)</sup>	7,079	<sup>(4)</sup> 12/03/2020	Common Stock	7,079

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director    10% Owner    Officer    Other

McGowan Pauline  
C/O CONCERT PHARMACEUTICALS, INC.  
99 HAYDEN AVENUE, SUITE 500  
LEXINGTON, MA 02421

VP,  
Finance

## Signatures

/s/ Pauline  
McGowan

03/11/2015

\_\_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) This exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.  
The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$13.68 to \$14.29. The
- (3) reporting person undertakes, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (4) Immediately.

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.