

TRANSENERIX INC.
Form 4
February 06, 2017

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 *
Fernando Anthony C. J.

2. Issuer Name and Ticker or Trading Symbol
TRANSENERIX INC. [TRXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O TRANSENERIX, INC., 635
DAVIS DRIVE, SUITE 300

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Technology Officer

MORRISVILLE, NC 27560

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

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

(City) (State) (Zip)

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)	Price		
Common Stock	02/04/2017		M	24,445	A \$ 0	51,445	D
Common Stock	02/04/2017		F(1)	9,350	D \$ 1.42	42,095	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Stock Option	\$ 1.42	02/02/2017		A	406,000	(2) 02/02/2027	02/02/2027	Common Stock	40
Restricted Stock Units	(3)	02/02/2017		A	90,000	(4)	(4)	Common Stock	90
Restricted Stock Units	(3)	02/04/2017		M	24,445	(5)	(5)	Common Stock	24

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fernando Anthony C. J. C/O TRANSENERIX, INC. 635 DAVIS DRIVE, SUITE 300 MORRISVILLE, NC 27560			Chief Technology Officer	

Signatures

/s/Joshua Weingard, as Attorney-in-Fact for Anthony Fernando

02/06/2017

**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 transaction represents the payment of a tax liability on the lapse of forfeiture restrictions on a derivative security and acquisition of the underlying shares.
 - (2) Vests 25% on the first anniversary of the date of grant and 1/48th of the entire award monthly on the vesting date anniversary for 36 months, subject to acceleration as set forth in the Incentive Plan.
 - (3) Each restricted stock unit represents the right to receive one share of the Registrant's common stock.
 - (4) Forfeiture restrictions will lapse on the restricted stock units in three equal annual installments of 30,000 on February 4, 2018, 2019 and 2020 as long as the Reporting Person remains in the employ of the Registrant, subject to acceleration as set forth in the Incentive Plan.
 - (5) Forfeiture restrictions will lapse as to 1/3rd of the restricted stock units on February 4 of each of the first three years following the date of grant, as long as the Reporting Person remains in the employ of the Registrant, subject to acceleration as set forth in the Incentive Plan.

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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