

Pope Todd
 Form 4
 February 07, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Pope Todd

(Last) (First) (Middle)

C/O TRANSENERIX, INC., 635
 DAVIS DRIVE, SUITE 300

(Street)

MORRISVILLE, NC 27560

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/05/2018

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)
 President and CEO

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 Indirect Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	02/05/2018			M	126,556	A	\$ 0
Common Stock	02/05/2018			F(1)	40,484	D	\$ 1.53

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 Underlying Security (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable		Expiration Date
Stock Option	\$ 1.39	02/07/2018		A		1,403,000		(2)	02/07/2028	Common Stock
Restricted Stock Units	\$ 0 (3)	02/07/2018		A		312,000		(4)	(4)	Common Stock
Restricted Stock Units	(3)	02/05/2018		M		40,556		(5)	(5)	Common Stock
Restricted Stock Units	(3)	02/05/2018		M		33,333		(5)	(5)	Common Stock
Restricted Stock Units	(3)	02/05/2018		M		52,667		(5)	(5)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pope Todd C/O TRANSENTERIX, INC. 635 DAVIS DRIVE, SUITE 300 MORRISVILLE, NC 27560	X		President and CEO	

Signatures

/s/ Joshua Weingard, as Attorney-in-Fact for Todd Pope

02/07/2018

**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.

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- (3) Each restricted stock unit represents the right to receive one share of the Registrant's common stock.
Forfeiture restrictions will lapse on the restricted stock units in three equal annual installments of 104,000 on each of February 4, 2019,
- (4) 2020 and 2021, 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. 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.