

Pope Todd  
 Form 4  
 February 06, 2019

**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 \*  
 Pope Todd

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/04/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

(Street)  
 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 Indirect Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	02/04/2019		M	286,778 A \$ 0	939,277	D	
Common Stock	02/04/2019		F(1)	86,861 D \$ 2.57	852,416	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)

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**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)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Stock Option	\$ 2.47	02/06/2019		A		920,000		(2)	02/06/2029	Common Stock
Restricted Stock Units	(3)	02/06/2019		A		613,000		(4)	(4)	Common Stock
Restricted Stock Units	(3)	02/04/2019		M		89,556		(5)	(5)	Common Stock
Restricted Stock Units	(3)	02/04/2019		M		104,000		(5)	(5)	Common Stock
Restricted Stock Units	(3)	02/04/2019		M		52,667		(5)	(5)	Common Stock
Restricted Stock Units	(3)	02/04/2019		M		40,555		(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

02/06/2019

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).

(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 and the Reporting Person's Employment Agreement with the Company.

(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 substantially equal annual installments of 204,334, 204,333 and 204,333 on February 4, 2020, 2021 and 2022 as long as the Reporting Person remains in the employ of the Registrant, subject to acceleration as set forth in the Incentive Plan and the Reporting Person's Employment Agreement with the Company.

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 and the Reporting Person's Employment Agreement with the Company.

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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