

TRANSENERIX INC.
Form 5
February 05, 2016

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
AISLING CAPITAL III LP

(Last) (First) (Middle)

888 SEVENTH AVENUE, 12TH FLOOR, A

(Street)

NEW YORK, NY 10106

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

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)
Former 10% Owner

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	A	A	A	A A A	8,335,819 (1)	I	By Aisling Capital III, LP (2) (3)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
AISLING CAPITAL III LP 888 SEVENTH AVENUE, 12TH FLOOR NEW YORK, NY 10106	^	^	^	Former 10% Owner	
Aisling Capital Partners III LLC C/O AISLING CAPITAL LLC 888 SEVENTH AVENUE, 12TH FLOOR NEW YORK, NY 10106	^	^	^	Former 10% Owner	
Aisling Capital Partners III LP C/O AISLING CAPITAL LLC 888 SEVENTH AVENUE, 12TH FLOOR NEW YORK, NY 10106	^	^	^	Former 10% Owner	
ELMS STEVE C/O AISLING CAPITAL LLC 888 SEVENTH AVENUE, 12TH FLOOR NEW YORK, NY 10106	^	^	^	Former 10% Owner	
SCHIFF ANDREW N C/O AISLING CAPITAL LLC 888 SEVENTH AVENUE, 12TH FLOOR NEW YORK, NY 10106	^	^	^	Former 10% Owner	
Purcell Dennis J C/O AISLING CAPITAL LLC 888 SEVENTH AVENUE, 12TH FLOOR NEW YORK, NY 10106	^	^	^	Former 10% Owner	

Signatures

See Signatures on Exhibit 99.1 02/05/2016

__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) On March 31, 2014, the Issuer implemented a reverse stock split of its common stock at a ratio of 1-for-5.

These shares of common stock are owned directly by Aisling, and held indirectly by Aisling Capital Partners III, LP ("Aisling GP"), as general partner of Aisling, Aisling Capital Partners III LLC ("Aisling Partners"), as general partner of Aisling GP, and each of the

(2) individual managing members of Aisling Partners. The individual managing members (collectively, the "Managers") of Aisling Partners are Dennis Purcell, Dr. Andrew Schiff and Steve Elms. Aisling GP, Aisling Partners and the Managers share voting and dispositive power over the shares directly held by Aisling. (cont'd in FN 3)

(3) (cont'd from FN 2) Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein only to the extent of its pecuniary interest therein. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that the any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.