

Seres Therapeutics, Inc.

Form 4

April 05, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pomerantz Roger

(Last) (First) (Middle)

C/O SERES THERAPEUTICS,  
INC., 215 FIRST STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

Seres Therapeutics, Inc. [MCRB]

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

04/01/2016

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/01/2016                              |                                                             | M                                    | 90,963                                                                  | A \$ 0.48 113,690                                                                                                  | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/01/2016                              |                                                             | S <sup>(1)</sup>                     | 40,506                                                                  | D \$ 25.67 73,184                                                                                                  | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/01/2016                              |                                                             | S <sup>(1)</sup>                     | 38,080                                                                  | D \$ 26.67 35,104                                                                                                  | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/01/2016                              |                                                             | S <sup>(1)</sup>                     | 12,377                                                                  | D \$ 27.56 22,727                                                                                                  | D                                                                    |                                                                   |

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|              |            |                        |        |   |                           |        |   |
|--------------|------------|------------------------|--------|---|---------------------------|--------|---|
| Common Stock | 04/04/2016 | M                      | 44,825 | A | \$ 0.48                   | 67,552 | D |
| Common Stock | 04/04/2016 | <u>S<sup>(1)</sup></u> | 15,203 | D | \$<br>28.17<br><u>(5)</u> | 52,349 | D |
| Common Stock | 04/04/2016 | <u>S<sup>(1)</sup></u> | 22,418 | D | \$<br>29.18<br><u>(6)</u> | 29,931 | D |
| Common Stock | 04/04/2016 | <u>S<sup>(1)</sup></u> | 6,416  | D | \$<br>29.68<br><u>(7)</u> | 23,515 | D |
| Common Stock | 04/04/2016 | <u>S<sup>(1)</sup></u> | 788    | D | \$ 30                     | 22,727 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (right to buy)                | \$ 0.48                                                | 04/01/2016                           |                                                    | M                              | 90,963                                                                                  | <u>(8)</u> 11/06/2023                                    | Common Stock                                                  | 90,963                        |
| Stock Option (right to buy)                | \$ 0.48                                                | 04/04/2016                           |                                                    | M                              | 44,825                                                                                  | <u>(8)</u> 11/06/2023                                    | Common Stock                                                  | 44,825                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

Pomerantz Roger  
C/O SERES THERAPEUTICS, INC.    X    President and CEO  
215 FIRST STREET  
CAMBRIDGE, MA 02142

## Signatures

/s/ Roger J.    04/05/2016  
Pomerantz

\_\_Signature of    Date  
Reporting Person

## 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) The sale reported in the Form 4 was effected pursuant to a Rule 10b5 1 trading plan adopted by the Reporting Person on February 26, 2016.
- The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$25.21 to \$26.20. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$26.25 to \$27.25. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$27.43 to \$27.79. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$27.52 to \$28.51. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$28.55 to \$29.55. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$29.555 to \$29.865. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The option vested as to 25% of the shares subject to the option on September 9, 2014. The remainder of the shares have vested or will vest in 12 equal quarterly installments thereafter.
- (6)

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.