

Pope Todd
 Form 4
 February 16, 2018

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)
 02/15/2018

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 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)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D)		Date Exercisable	Expiration Date	Title	
				(Instr. 3, 4, and 5) (A)	(D)				
Stock Options	\$ 0 ⁽¹⁾	02/15/2018	J ⁽¹⁾		403,000 ⁽¹⁾	⁽²⁾	02/07/2028	Common Stock	4
Restricted Stock Units	\$ 0 ⁽³⁾	02/15/2018	A		268,667	⁽⁴⁾	⁽⁴⁾	Common Stock	2

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 02/16/2018

**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) A portion of a stock option grant made on February 7, 2018 was rescinded by the Compensation Committee of the Board of Directors, as the original stock option grant inadvertently exceeded (by 403,000 stock options) the 1,000,000 annual share limitation available for 2018 under the Company's Amended and Restated Incentive Compensation Plan, as amended (the "Incentive Plan"). The terms of the remainder of the stock option grant, now to acquire 1,000,000 shares of common stock, remain in full force and effect.
- (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 annual installments of one-third of the award (89,555, 89,556 and 89,556) on each of February 4, 2019, 2020 and 2021, respectively, 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.