

Starling William N JR
Form 4
September 27, 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 *
Starling William N JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
345 GOLDEN HILLS DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/25/2018

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

PORTOLA VALLEY, CA 94028
(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	09/25/2018		S		1,700,000	D	\$ 6.4 ⁽²⁾
							3,618,969 ⁽¹⁾
Common Stock ⁽¹⁾	09/26/2018		S		775,000	D	\$ 6.26 ⁽³⁾
							2,843,969 ⁽¹⁾
Common Stock ⁽¹⁾	09/27/2018		S		1,139,649	D	\$ 6.13 ⁽⁴⁾
							1,704,320 ⁽¹⁾
Common Stock							235,738 ⁽⁵⁾

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Common Stock	213,415 ⁽⁶⁾	I	By Trust <u>(6)</u>
Common Stock	66,987	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Starling William N JR 345 GOLDEN HILLS DRIVE PORTOLA VALLEY, CA 94028		X		

Signatures

/s/ Joshua Weingard, as Attorney-in-Fact for William N. Starling, Jr.

09/27/2018

__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) Synergy Life Science Partners, L.P., the holder of these shares, sold an aggregate of 1,700,000 shares of TransEnterix stock on September 25, 2018, an aggregate of 775,000 shares on September 26, 2018, and an aggregate of 1,139,649 shares on September 27, 2018. The reporting person is a control person of the General Partner of Synergy Life Science Partners, L.P. The reporting person disclaims any

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beneficial ownership of the shares of TransEnterix stock owned by Synergy Life Science Partners, L.P. and has no pecuniary interest in such shares.

(2) The sale price reported in Column 4 is a weighted average price. These shares were sold by Synergy Life Science Partners, L.P. in multiple transactions at prices ranging from \$6.25 to \$6.90 inclusive. The reporting person undertakes to provide to TransEnterix, Inc., any security holder of TransEnterix, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(3) The sale price reported in Column 4 is a weighted average price. These shares were sold by Synergy Life Science Partners, L.P. in multiple transactions at prices ranging from \$6.20 to \$6.475 inclusive. The reporting person undertakes to provide to TransEnterix, Inc., any security holder of TransEnterix, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(4) The sale price reported in Column 4 is a weighted average price. These shares were sold by Synergy Life Science Partners, L.P. in multiple transactions at prices ranging from \$6.05 to \$6.205 inclusive. The reporting person undertakes to provide to TransEnterix, Inc., any security holder of TransEnterix, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(5) Shares of common stock held by Synecor, LLC. The reporting person is the chief executive officer of Synecor, LLC.

(6) Shares of Common Stock held by W. Starling and D. Starling, Trustees of the Starling Family Trust, UDT August 15, 1990.

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.