

SLATTERY JOSEPH P  
Form 4  
February 25, 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 \*  
SLATTERY JOSEPH P

(Last) (First) (Middle)

C/O TRANSENERIX, INC., 635  
DAVIS DRIVE, SUITE 300

(Street)

MORRISVILLE, NC 27560

(City) (State) (Zip)

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

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

02/21/2019

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)  
EVP and CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock <u>(1)</u>         | 02/21/2019                           |  | S                              |   | 17,650  | D  | \$ 3.25                           |
| Common Stock <u>(1)</u>         | 02/22/2019                           |  | M                              |   | 26,292  | A  | \$ 1.39                           |
| Common Stock <u>(1)</u>         | 02/22/2019                           |  | S                              |   | 71,221  | D  | \$ 3.25                           |
| Common Stock <u>(2)</u>         |                                      |  |                                |   |   |  | 25,000                            |
|                                 |                                      |  |                                |   |   | I  | By IRA                            |

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)

| 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<br>(1)                        | \$ 1.39  | 02/22/2019                           |  | M                              | 26,292  | (3) 02/07/2028   | Common Stock  | 26,292                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| SLATTERY JOSEPH P<br>C/O TRANSENTERIX, INC.<br>635 DAVIS DRIVE, SUITE 300<br>MORRISVILLE, NC 27560 |               |           | EVP and CFO |       |

## Signatures

/s/ Joshua Weingard, as Attorney-in-Fact for Joseph Slattery  
Date: 02/25/2019

\*\*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) The transactions occurred pursuant to a written trading plan dated November 29, 2017, meeting the requirements of Rule 10b5-1(c) with these sales hitting an established sales price trigger of \$3.25 per share.
- (2) Following the sales on February 21, 2019 and February 22, 2019, the reporting person continues to beneficially own 25,000 shares of the company's common stock. The reporting person also holds stock options to acquire 2,448,178 shares of common stock, of which approximately 31% are vested, and restricted stock units representing an additional 931,999 shares of common stock subject to forfeiture restrictions.
- (3) 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.

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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