

TRANSENERIX INC.
Form 4
April 23, 2014

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 *
AISLING CAPITAL III LP

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)
888 SEVENTH AVENUE, 30TH FL

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2014

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

NEW YORK, NY 10106

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock	04/21/2014		P	1,037,767 A	\$ 4 8,335,819 ⁽¹⁾	I	By Aisling Capital III, LP ⁽²⁾ <u>(3)</u>

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AISLING CAPITAL III LP 888 SEVENTH AVENUE 30TH FL NEW YORK, NY 10106		X		
Aisling Capital Partners III LLC 888 SEVENTH AVENUE 30TH FL NEW YORK, NY 10106		X		
Aisling Capital Partners III LP 888 SEVENTH AVENUE 30TH FL NEW YORK, NY 10106		X		
SCHIFF ANDREW N 888 SEVENTH AVENUE 30TH FL NEW YORK, NY 10106	X	X		
Purcell Dennis J 888 SEVENTH AVENUE 30TH FL NEW YORK, NY 10106		X		
ELMS STEVE 888 SEVENTH AVENUE 30TH FL NEW YORK, NY 10106		X		

Signatures

/s/ Lloyd Appel, Aisling Capital III, LP	04/23/2014
**Signature of Reporting Person	Date
/s/ Lloyd Appel, Aisling Capital Partners III LLC	04/23/2014
**Signature of Reporting Person	Date
/s/ Lloyd Appel, Aisling Capital Partners III, LP	04/23/2014
**Signature of Reporting Person	Date
/s/ Andrew N. Schiff	04/23/2014
**Signature of Reporting Person	Date
/s/ Dennis J. Purcell	04/23/2014
**Signature of Reporting Person	Date
/s/ Steve Elms	04/23/2014
**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, resulting in Aisling Capital III, LP's ("Aisling") ownership of 29,192,208 fewer shares of common stock.
- 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 individual managing members of Aisling Partners. The individual managing members (collectively, the "Managers") of Aisling Partners
- (2) 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. 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. (Continued in Footnote 3)
- (Continued from Footnote 2) Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that the any of the
- (3) 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 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.