

Otonomy, Inc.
Form 3
August 12, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Lichter Jay

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/12/2014

3. Issuer Name **and** Ticker or Trading Symbol
Otonomy, Inc. [OTIC]

4. Relationship of Reporting
Person(s) to Issuer

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

C/O AVALON
VENTURES,Â 1134 KLINE
STREET

(Street)

(Check all applicable)

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

LA JOLLA,Â CAÂ 92037

(City)

(State)

(Zip)

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

8,532

I

See footnote (1)

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|---------------------|--------------------|---|----------------------------------|---------------|--|-------------------------|
| Series A Preferred Stock | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 740,057 | \$ <u>(2)</u> | I | See footnote <u>(1)</u> |
| Series B Preferred Stock | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 175,889 | \$ <u>(3)</u> | I | See footnote <u>(1)</u> |
| Series C Preferred Stock | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 484,691 | \$ <u>(3)</u> | I | See footnote <u>(1)</u> |
| Series C Preferred Stock | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 568,828 | \$ <u>(3)</u> | I | See footnote <u>(4)</u> |
| Series D Preferred Stock | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 136,770 | \$ <u>(3)</u> | I | See footnote <u>(4)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 11/04/2018 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 12/08/2018 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 01/14/2019 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 04/13/2019 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 07/01/2019 | Series A Preferred Stock | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 10/08/2019 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 12/15/2019 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 01/22/2020 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 04/01/2020 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |
| Series A Preferred Stock Warrant (right to buy) | Â <u>(5)</u> | 05/28/2020 | Series A Preferred Stock <u>(2)</u> | 6,432 | \$ 31.092 | I | See footnote <u>(1)</u> |

| | | | | | | | |
|---|-------|------------|------------------------------|--------|---------|---|------------------|
| Series C Preferred Stock Warrant (right to buy) | Â (5) | 08/18/2014 | Series C Preferred Stock (3) | 48,539 | \$ 8.79 | I | See footnote (1) |
| Series C Preferred Stock Warrant (right to buy) | Â (5) | 08/18/2014 | Series C Preferred Stock (3) | 42,472 | \$ 8.79 | I | See footnote (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lichter Jay C/O AVALON VENTURES 1134 KLINE STREET LA JOLLA, CA 92037 | Â X | Â X | Â | Â |

Signatures

/s/ Jay Lichter 08/12/2014

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- The reported securities are held of record by Avalon Ventures VIII, L.P. ("Avalon VIII LP"). The Reporting Person is a managing
- (1) director of Avalon Ventures VIII GP, LLC ("Avalon VIII GP"), the general partner of Avalon VIII LP, and disclaims beneficial ownership of the securities held by Avalon VIII LP except to the extent of any pecuniary interest therein.
- (2) The Series A Convertible Preferred Stock shall automatically convert into Common Stock on a 2.193204365 to one basis immediately prior to the completion of the Issuer's initial public offering of common stock and has no expiration date.
- Each of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock shall
- (3) automatically convert into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and has no expiration date.
- The reported securities are held of record by Avalon Ventures X, L.P. ("Avalon X LP"). The Reporting Person is a managing director of
- (4) Avalon Ventures X GP, LLC ("Avalon X GP"), the general partner of Avalon X LP, and disclaims beneficial ownership of the securities held by Avalon X LP except to the extent of any pecuniary interest therein.
- (5) The warrants are immediately exercisable.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.