

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Weber David Allen		(Month/Day/Year)	Otonomy, Inc. [OTIC]	
(Last)	(First)	(Middle)	08/12/2014	
C/O OTONOMY, INC., 6275			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
NANCY RIDGE DRIVE				
(Street)			(Check all applicable)	
SAN DIEGO, CA 92121			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President & CEO	

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	17,064	D	

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

SEC 1473 (7-02)

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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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	3,445	\$ (1)	I	See footnote (2)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	1,254	\$ (1)	I	See footnote (2)
Employee Stock Option (right to buy)	Â (3)	11/21/2020	Common Stock	95,420	\$ 3.17	D	Â
Employee Stock Option (right to buy)	Â (4)	06/15/2021	Common Stock	57,414	\$ 3.17	D	Â
Employee Stock Option (right to buy)	Â (5)	12/20/2023	Common Stock	421,405	\$ 1.76	D	Â
Employee Stock Option (right to buy)	Â (6)	06/03/2024	Common Stock	242,747	\$ 6.33	D	Â
Series C Preferred Stock Warrant (right to buy)	Â (7)	08/18/2014	Series C Preferred Stock (1)	60	\$ 8.79	I	See footnote (2)
Series C Preferred Stock Warrant (right to buy)	Â (7)	08/18/2014	Series C Preferred Stock (1)	53	\$ 8.79	I	See footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weber David Allen C/O OTONOMY, INC. 6275 NANCY RIDGE DRIVE SAN DIEGO, CA 92121	Â X	Â	Â President & CEO	Â

Signatures

/s/ David Allen
Weber

08/12/2014

**Signature of
Reporting Person

Date

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).

Each of the Series C Convertible Preferred Stock and the Series D Convertible Preferred Stock shall automatically convert into Common

- (1) 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.
- (2) The reported securities are held directly by The Weber Trust dated March 9, 2005 for which the Reporting Person serves as a trustee.
- (3)

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The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vested on November 21, 2011 and one forty-eighth of the shares vest monthly thereafter.

- (4) The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vested on May 18, 2012 and one forty-eighth of the shares vest monthly thereafter.

- (5) An option to purchase 438,469 shares was granted on December 20, 2013 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. The option is subject to an early exercise provision pursuant to which 193,874 shares are immediately exercisable. One-fourth of the total number of shares initially subject to the option vest on September 1, 2014 and one forty-eighth of the shares vest monthly thereafter.

- (6) The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vest on April 23, 2015 and one forty-eighth of the shares vest monthly thereafter.

- (7) The warrants are immediately exercisable.

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Remarks:

Exhibit 24 - Power of Attorney

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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