

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 Domain Partners VIII, L.P.

(Last) (First) (Middle)

C/O DOMAIN ASSOCIATES,
LLC,Â ONE PALMER
SQUARE

(Street)

PRINCETON,Â NJÂ 08542

(City) (State) (Zip)

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)

(Check all applicable)

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X 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)

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

SEC 1473 (7-02)

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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
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

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

Date
Exercisable

Expiration
Date

Title

Amount or
Number of

				Shares		or Indirect (1) (Instr. 5)	
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	436,485	\$ (1)	D (2) (3)	Â
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	925,479	\$ (1)	D (2) (3)	Â
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	186,828	\$ (1)	D (2) (3)	Â
Warrant to Purchase Series C Preferred Stock (Right to Buy)	Â (4)	Â (4)	Common Stock (1) (4)	67,755	\$ 8.79	D (2) (3)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Domain Partners VIII, L.P. C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON,Â NJÂ 08542	Â	Â X	Â	Â
BLAIR JAMES C C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON,Â NJÂ 08542	Â	Â X	Â	Â
DOVEY BRIAN H C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON,Â NJÂ 08542	Â X	Â X	Â	Â
TREU JESSE I C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON,Â NJÂ 08542	Â	Â X	Â	Â
SCHOEMAKER KATHLEEN K C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON,Â NJÂ 08542	Â	Â X	Â	Â
VITULLO NICOLE C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON,Â NJÂ 08542	Â	Â X	Â	Â
Halak Brian K C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON,Â NJÂ 08542	Â	Â X	Â	Â

Signatures

/s/ Kathleen K. Schoemaker, as Managing Member of One Palmer Square Associates VIII, LLC, General Partner of Domain Partners VIII, L.P., individually, and as Attorney-in-Fact for J. Blair, B. Dovey, J. Treu, N. Vitullo and B. Halak

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).

- (1) All outstanding Preferred Stock will automatically convert into Common Stock upon the closing of the Issuer's initial public offering for no additional consideration. The Preferred Stock has no expiration date.

- (2) The securities reported as directly beneficially owned by the designated Reporting Person may be deemed to be indirectly beneficially owned by each of the Reporting Owners listed below, each of whom is a managing member of One Palmer Square Associates VIII, LLC, the sole general partner of the designated Reporting Person. Pursuant to Instruction 5(b)(iv) of Form 3, each such individual has elected to report as indirectly beneficially owned the entire number of securities owned by the designated Reporting Person, however each of them disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.

- (3) As managing members of the sole general partner of DP VIII Associates, L.P., each Reporting Owner listed below may also be deemed to indirectly beneficially own the securities of the Issuer held by DP VIII Associates, L.P., as reported on a Form 3 for DP VIII Associates, L.P. filed on the same date as this Form 3.

- (4) Immediately prior to the closing of the Issuer's initial public offering the Warrants will be net exercised for shares of Series C Preferred Stock, which will then automatically convert into shares of Common Stock upon closing.

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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