

Seres Therapeutics, Inc.
Form 4
May 27, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
AFEYAN NOUBAR

(Last) (First) (Middle)

1 MEMORIAL DRIVE, 7TH FLOOR

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Seres Therapeutics, Inc. [MCRB]

3. Date of Earliest Transaction (Month/Day/Year)
05/25/2016

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, \$0.001 par value | 05/25/2016 | | S | 320,562 D \$ 27.6 | 2,734,994 | I | See footnote (1) |
| Common Stock, \$0.001 par value | 05/25/2016 | | S | 80,141 D \$ 27.6 | 1,925,462 | I | See footnote (2) |
| Common Stock, \$0.001 par value | 05/25/2016 | | S | 599,297 D \$ 27.6 | 0 | I | See footnote (3) |

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| | | | | | | | | |
|---------------------------------|------------|-------------------|---------|---|------|-----------|---|--------------------------|
| Common Stock, \$0.001 par value | 05/25/2016 | J ⁽⁴⁾ | 800,000 | D | \$ 0 | 8,022,420 | I | See footnote <u>(5)</u> |
| Common Stock, \$0.001 par value | 05/25/2016 | J ⁽⁶⁾ | 200,000 | D | \$ 0 | 1,925,462 | I | See footnote <u>(7)</u> |
| Common Stock, \$0.001 par value | 05/25/2016 | J ⁽⁸⁾ | 33,507 | A | \$ 0 | 33,514 | I | See footnote <u>(5)</u> |
| Common Stock, \$0.001 par value | 05/25/2016 | J ⁽⁹⁾ | 7 | A | \$ 0 | 33,514 | I | See footnote <u>(7)</u> |
| Common Stock, \$0.001 par value | 05/25/2016 | J ⁽¹⁰⁾ | 33,514 | D | \$ 0 | 0 | I | See footnote <u>(11)</u> |

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

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.

SEC 1474
(9-02)

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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AFEYAN NOUBAR 1 MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142 | X | X | | |
| Flagship Ventures Fund 2007, L.P. 1 MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142 | | X | | |
| Flagship Ventures Fund IV, L.P. 1 MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142 | | X | | |
| Flagship Ventures Fund IV-Rx, L.P. 1 MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142 | | X | | |
| Flagship VentureLabs IV, LLC 1 MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142 | | X | | |
| Flagship Ventures 2007 General Partner LLC 1 MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142 | | X | | |
| Flagship Ventures Fund IV General Partner LLC 1 MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142 | | X | | |
| KANIA EDWIN M JR 1 MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142 | | X | | |

Signatures

| | |
|--|------------|
| NOUBAR B. AFEYAN, Ph.D, /s/ Noubar B. Afeyan | 05/27/2016 |
| __Signature of Reporting Person | Date |
| FLAGSHIP VENTURES FUND 2007, L.P., By: Flagship Ventures 2007 General Partner LLC, By: /s/ Noubar Afeyan, Name: Noubar B. Afeyan, Title: Manager | 05/27/2016 |
| __Signature of Reporting Person | Date |
| FLAGSHIP VENTURES FUND IV, L.P., By: Flagship Ventures Fund IV General Partner LLC, By: /s/ Noubar Afeyan, Name: Noubar B. Afeyan, Title: Manager | 05/27/2016 |
| __Signature of Reporting Person | Date |
| FLAGSHIP VENTURES FUND IV-RX, L.P., By: Flagship Ventures Fund IV General Partner LLC, By: /s/ Noubar Afeyan, Name: Noubar B. Afeyan, Title: Manager | 05/27/2016 |
| __Signature of Reporting Person | Date |
| FLAGSHIP VENTURELABS IV LLC., By: Flagship Ventures Fund IV General Partner LLC, By: /s/ Noubar Afeyan, Name: Noubar B. Afeyan, Title: Manager | 05/27/2016 |

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| FLAGSHIP VENTURES 2007 GENERAL PARTNER LLC, By: /s/ Noubar Afeyan, Name: Noubar B. Afeyan, Title: Manager | 05/27/2016 |
| <u>Signature of Reporting Person</u> | Date |
| FLAGSHIP VENTURES FUND IV GENERAL PARTNER LLC, By: /s/ Noubar Afeyan, Name: Noubar B. Afeyan, Title: Manager | 05/27/2016 |
| <u>Signature of Reporting Person</u> | Date |
| EDWIN M. KANIA, JR., /s/ Edwin M. Kania, Jr. | 05/27/2016 |
| <u>Signature of Reporting Person</u> | 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) Held by Flagship VentureLabs IV LLC ("Flagship VentureLabs"). Flagship Ventures Fund IV, L.P. ("Flagship Fund IV") is a member of Flagship VentureLabs and also serves as its manager. Flagship Ventures Fund IV General Partner LLC ("Flagship Fund IV GP") is the general partner of Flagship Fund IV. Noubar B. Afeyan, Ph.D. and Edwin M. Kania, Jr. are the managers of Flagship Fund IV GP. Each of these individuals and entities may be deemed to share voting and investment power with respect to all shares held by Flagship VentureLabs. Each of the filing persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
 - (2) Held by Flagship Ventures Fund IV-Rx, L.P. ("Flagship IV-Rx"). Flagship Fund IV GP is the general partner of Flagship IV-Rx. Dr. Afeyan and Mr. Kania are the managers of Flagship Fund IV GP and each of these managers may be deemed to share voting and investment power with respect to all shares held by Flagship IV-Rx. Each of the filing persons disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.
 - (3) Held by Flagship Ventures Fund 2007, L.P. ("Flagship 2007"). Flagship Ventures 2007 General Partner LLC ("Flagship 2007 LLC") is the general partner of Flagship 2007. Dr. Afeyan and Mr. Kania are the managers of Flagship 2007 LLC and each of these managers may be deemed to share voting and investment power with respect to all shares held by Flagship 2007. Each of the filing persons disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.
 - (4) Distribution of shares in kind by Flagship Fund IV on a pro rata basis to its partners.
 - (5) The shares are directly held by Flagship Fund IV. Flagship Fund IV GP is the general partner of Flagship Fund IV. Dr. Afeyan and Mr. Kania are the managers of Flagship Fund IV GP and each of these managers may be deemed to share voting and investment power with respect to all shares held by Flagship Fund IV. Each of the filing persons disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.
 - (6) Distribution of shares in kind by Flagship IV-Rx on a pro rata basis to its partners.
 - (7) The shares are directly held by Flagship IV-Rx. Flagship Fund IV GP is the general partner of Flagship IV-Rx. Dr. Afeyan and Mr. Kania are the managers of Flagship Fund IV GP and each of these managers may be deemed to share voting and investment power with respect to all shares held by Flagship Fund IV-Rx. Each of the filing persons disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.
 - (8) Flagship Fund IV GP received shares distributed in kind by Flagship Fund IV on a pro rata basis to its partners.
 - (9) Flagship Fund IV GP received shares distributed in kind by Flagship IV-Rx on a pro rata basis to its partners.
 - (10) Distribution of shares in kind by Flagship Fund IV GP on a pro rata basis to its members.
 - (11) The shares are directly held by Flagship Fund IV GP. As such, each of Dr. Afeyan and Mr. Kania exercises shared voting and investment power over the shares held by Flagship Fund IV GP. Each of the filing persons disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.

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.