

Otonomy, Inc.
Form 4
August 19, 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 *
Weber David Allen

(Last) (First) (Middle)

C/O OTONOMY, INC., 6275
NANCY RIDGE DRIVE

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2014

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)
President & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | | | | | 17,064 | D | |
| Common Stock | 08/18/2014 | | C | 4,699 A 11 | 4,699 | I | See footnote (2) |
| Common Stock | 08/18/2014 | | X | 113 A \$ 8.79 | 4,812 | I | See footnotes (2) (4) |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|------------|--|------------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | | |
| Series C Preferred Stock | (1) | 08/18/2014 | | C | | 3,445 | (1) | (1) | Common Stock | 3,445 |
| Series D Preferred Stock | (1) | 08/18/2014 | | C | | 1,254 | (1) | (1) | Common Stock | 1,254 |
| Series C Preferred Stock Warrant (right to buy) | \$ 8.79 | 08/18/2014 | | C | | 113 (4) | (3) | 08/18/2014 | Series C Preferred Stock (1) | 113 |
| Common Stock Warrant (right to buy) | \$ 8.79 | 08/18/2014 | | C | | 113 (4) | (3) | 08/18/2014 | Common Stock | 113 |
| Common Stock Warrant (right to buy) | \$ 8.79 | 08/18/2014 | | X | | 113 | (3) | 08/18/2014 | Common Stock | 113 |

Reporting Owners

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

SAN DIEGO, CA 92121

Signatures

/s/ Paul E. Cayer, by power of
attorney

08/18/2014

__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).

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

- (1) on a one to one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.
- (2) The reported shares are held directly by The Weber Trust Dated March 9, 2005 for which the Reporting Person serves as a trustee.
- (3) The warrants are immediately exercisable.
- (4) The Series C Preferred Stock Warrants automatically converted into Common Stock Warrants on a one to one basis immediately prior to the completion of the Issuer's initial public offering of common stock.

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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