

Tung Roger D
Form 4
April 03, 2018

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 *
Tung Roger D

2. Issuer Name and Ticker or Trading Symbol
CONCERT PHARMACEUTICALS, INC. [CNCE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

C/O CONCERT PHARMACEUTICALS, INC., 99 HAYDEN AVENUE, SUITE 500

(Street)

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

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

LEXINGTON, MA 02421

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 03/31/2018 | | F | (A) or (D) V Amount Price 5,890 \$ (1) 22.9 | 638,923 | D | |
| Common Stock | | | | | 121,873 | I | By Roger D. Tung 2011 GRAT (2) |
| Common Stock | | | | | 13,274 | I | By Tung Family Investment Trust (3) |

| | | | | |
|-----------------|--|--------|---|---|
| Common Stock | | 12,389 | I | By RD Tung Irrevocable Trust ⁽⁴⁾ |
|-----------------|--|--------|---|---|

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. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|---|--|---|---|--------------------------------------|--|--|---|---|---|

| | 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 |
| Tung Roger D C/O CONCERT PHARMACEUTICALS, INC. 99 HAYDEN AVENUE, SUITE 500 LEXINGTON, MA 02421 | X | | Chief Executive Officer | |

Signatures

/s/ Roger D.
Tung

04/03/2018

**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).
- (1) Transaction represents withholding of shares to satisfy tax withholding obligations upon the vesting of restricted stock units.
- (2)

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Shares held by Roger D. Tung 2011 GRAT. Dr. Tung is the sole trustee of the Roger D. Tung 2011 GRAT. Dr. Tung disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

- (3) Shares held by the Tung Family Investment Trust. Dr. Tung is a co-trustee of the Tung Family Investment Trust. Dr. Tung disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (4) Shares held by the RD Tung Irrevocable Trust. Dr. Tung's spouse is a co-trustee of the RD Tung Irrevocable Trust. Dr. Tung disclaims beneficial ownership of such shares except to the extent of any 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.