

CONCERT PHARMACEUTICALS, INC.

Form 4

February 19, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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

(Last) (First) (Middle)

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

(Street)

LEXINGTON, MA 02421

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
SymbolCONCERT PHARMACEUTICALS,  
INC. [CNCE]3. Date of Earliest Transaction  
(Month/Day/Year)  
02/17/20154. 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)  
Chief Executive Officer6. 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/17/2015                              |                                                             | M                                       | 28,495                                                                  | A<br>\$<br>1.13                                                                                                    | 490,017                                                                    | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 13,274                                                                                                             | I <sup>(1)</sup>                                                           | By Tung<br>Family<br>Investment<br>Trust <sup>(1)</sup>           |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 134,761                                                                                                            | I <sup>(2)</sup>                                                           | By Roger D.<br>Tung 2011<br>GRAT <sup>(2)</sup>                   |

|                 |        |                  |                                                   |
|-----------------|--------|------------------|---------------------------------------------------|
| Common<br>Stock | 12,389 | I <sup>(3)</sup> | By RD Tung<br>Irrevocable<br>Trust <sup>(3)</sup> |
|-----------------|--------|------------------|---------------------------------------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 1.13                                                            | 02/17/2015                              |                                                             | M                                    | 28,495                                                                                                       | <sup>(4)</sup> 12/11/2017                                      | Common<br>Stock                                                     | 28,495                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                          | Relationships |           |                         |       |
|---------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                         | Director      | 10% Owner | Officer                 | Other |
| Tung Roger D<br>C/O CONCERT PHARMACEUTICALS, INC.<br>99 HAYDEN AVENUE, SUITE 500<br>LEXINGTON, MA 02421 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Robert Silverman as attorney-in-fact for Roger D.  
Tung

02/19/2015

                     \*\*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).

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- (1) 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.
- (2) 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 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.
- (4) Immediately.

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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