

Seres Therapeutics, Inc.
Form 4
June 29, 2015

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 *
Nestle Health Science US Holdings, Inc.

(Last) (First) (Middle)

C/O NESTLE USA, INC., 383 MAIN AVE., 5TH FLOOR

(Street)

NORWALK, CT 06851

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock, \$0.001 par value | 06/26/2015 | | C | 3,611,111 A (3) | 5,555,555 | I | See Footnote (1) |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series D Convertible Preferred Stock | (2) | 06/26/2015 | | C | 3,611,111 | (2) | (2) | Common Stock | 3,611,111 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Nestle Health Science US Holdings, Inc. C/O NESTLE USA, INC. 383 MAIN AVE., 5TH FLOOR NORWALK, CT 06851 | | X | | |
| NESTLE SA AVE NESTLE 55, CH-1800 VEVEY, V8 | | X | | |
| NIMCO US, Inc. 383 MAIN AVE., 5TH FLOOR NORWALK, CT 06851 | | X | | |

Signatures

| | |
|---|------------|
| NESTLE HEALTH SCIENCE US HOLDINGS, INC., By: /s/ James Pepin, Name: James Pepin, Title: President | 06/26/2015 |
| __Signature of Reporting Person | Date |
| NIMCO US, INC., By: /s/ Yun Au, Name: Yun Au, Title: Chief Legal Officer | 06/26/2015 |
| __Signature of Reporting Person | Date |
| NESTLE S.A., By: /s/ David P. Frick, Name: David P. Frick, Title: Secretary to the Board of Directors | 06/26/2015 |
| __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).
- (1) Held by Nestle Health Science US Holdings, Inc. Nestle Health Science US Holdings, Inc. is a wholly owned, indirect subsidiary of NIMCO US, Inc., which is a wholly owned subsidiary of Nestle S.A., a publically traded company. Each of these entities may be deemed to share voting and investment power with respect to all shares held by Nestle Health Science US Holdings, Inc. Each of the filing entities disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

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- (2) The Series D Preferred Stock converted into Common Stock on a 1-for-1 basis upon the listing of the issuer's shares on The NASDAQ Global Select Market. The Series D Preferred Stock had no expiration date.
- (3) Not applicable.

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.