

CONCERT PHARMACEUTICALS, INC.

Form 3

February 12, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

GLAXOSMITHKLINE PLC

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/12/2014

3. Issuer Name and Ticker or Trading Symbol

CONCERT PHARMACEUTICALS, INC. [CNCE]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☒ 10% Owner☐ Officer ☐ Other

(give title below) (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

BRENTFORD

MIDDLESEX, X0 TW8 9GS

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities Beneficially Owned  
(Instr. 4)3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and Expiration Date  
(Month/Day/Year)

Date Exercisable      Expiration Date

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

Title      Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)  
or Indirect (I)  
(Instr. 5)6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Series C Convertible Preferred Stock	Â <sup>(1)</sup>	Â <sup>(2)</sup>	Common Stock	141,592 <sup>(1)</sup>	\$ <sup>(1)</sup>	I	By S.R. One Limited <sup>(3)</sup>
Series D Convertible Preferred Stock	Â <sup>(1)</sup>	Â <sup>(2)</sup>	Common Stock	1,179,941 <sup>(1)</sup>	\$ <sup>(1)</sup>	I	By Glaxo Group Limited <sup>(4)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLAXOSMITHKLINE PLC 980 GREAT WEST ROAD BRENTFORD MIDDLESEX,Â X0Â TW8 9GS	Â	Â X	Â	Â

## Signatures

/s/ Simon Dingemans, Chief Financial Officer 02/12/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Convertible into Common Stock on a 1-for-5.65 basis without payment of further consideration. Each share will automatically convert into 0.176991 shares of Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration.
- (2) Not applicable.
- (3) Shares are held by S.R. One Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (Reporting Person).
- (4) Shares are held by Glaxo Group Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (Reporting Person).

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.