

Otonomy, Inc.
Form 3
August 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Novo A/S | | (Month/Day/Year) | Otonomy, Inc. [OTIC] | |
| (Last) | (First) | (Middle) | 08/12/2014 | |
| TUBORG HAVNEVEJ 19 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| HELLERUP,Â G7Â 2900 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | | | <input type="checkbox"/> Officer | <input checked="" type="checkbox"/> Other |
| (State) | | | (give title below) | (specify below) |
| (Zip) | | | SEE REMARKS | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 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) |
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

| | | | | | | | |
|---|-------|------------|--------------|---------------|--------|---|---|
| Series B Preferred Stock | Â (1) | Â (1) | Common Stock | 439,724 (1) | \$ (1) | D | Â |
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 1,131,436 (1) | \$ (1) | D | Â |
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock | 348,041 (1) | \$ (1) | D | Â |
| Series C Preferred Stock Warrant (Right to Buy) | Â (2) | 08/23/2022 | Common Stock | 36,405 (2) | \$ (2) | D | Â |
| Series C Preferred Stock Warrant (Right to Buy) | Â (2) | 01/23/2023 | Common Stock | 31,854 (2) | \$ (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Novo A/S TUBORG HAVNEVEJ 19 HELLERUP,Â G7Â 2900 | Â | Â X | Â | SEE REMARKS |

Signatures

/s/ Thorkil Kastberg Christensen, Chief Financial Officer of
Novo A/S

08/12/2014

__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) The Series B, Series C and Series D Preferred Stock (collectively, the "Preferred Stock") has no expiration date and is convertible at any time at the holder's election. Upon the closing of the Issuer's initial public offering (the "IPO Closing"), the Preferred Stock will automatically convert on a one-for-one basis for no additional consideration into the Issuer's common stock. The number of shares reported on this line item reflect the approximate number of shares of the Issuer's common stock subsequent to the 35.16-for-1 reverse split of common stock (the "Stock Split") effected by the Issuer on July 31, 2014.
- (2) Immediately prior to the IPO Closing, the warrants will be exercised for shares of Series C Preferred Stock at an exercise price of \$8.79 per share (after adjustment for the Stock Split) (the "Series C Shares"). The Series C Shares will automatically converted upon the IPO Closing on a one-for-one basis for no additional consideration into the Issuer's common stock. The number of shares indicated for this line item represents the approximate number of shares of the Issuer's common stock covered by the warrants and the subsequent conversion of such warrants into the Series C Shares (as adjusted for the Stock Split).

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Remarks:
NovoÂ A/SÂ isÂ aÂ DanishÂ limitedÂ liabilityÂ company.Â Â TheÂ boardÂ ofÂ directorsÂ ofÂ NovoÂ A/SÂ (theÂ "Novo
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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