

REVA MEDICAL, INC.
Reported by
GOLDMAN SACHS GROUP INC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/09/17 for the Period Ending 05/05/17

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FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * GOLDMAN SACHS GROUP INC (Last) (First) (Middle) 200 WEST STREET, (Street) NEW YORK, NY 10282 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol REVA Medical, Inc. [RVA:AX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/5/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (right to buy)	(2)	5/5/2017		P		171000		5/5/2017	5/2/2022	Common Stock, par value \$0.0001 per share	171000	(3)	171000	I	See footnotes (1)(5)
8.00% Convertible Notes	(4)	5/5/2017		P		\$3800000		(4)	5/2/2022	Common Stock, par value \$0.0001 per share	(4)	(3)	\$3800000 (4)	I	See footnotes (1)(5)

Explanation of Responses:

- (1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman Sachs International ("GSI" and, together with GS Group, the "Reporting Persons"). GSI is a wholly-owned subsidiary of GS Group. The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any.
- (2) On May 5, 2017, GSI acquired 171,000 stock options ("Stock Options") which confers the right to subscribe for one share of Reva Medical, Inc. common stock at par value \$0.0001 (the "Common Stock") at an exercise price of either: (i) \$5.00, if the Stock Option is exercised before an IPO or a pre-IPO share sale with net proceeds to the issuer of greater than \$25,000,000 ("Subsequent Financing"); or (ii) if the Stock Option is exercised after an IPO or Subsequent Financing has occurred, the greater of (A) the applicable Subsequent Financing Price or IPO Price (as the case may be), but in no event to exceed \$7.212 and (B) \$5.00.
- (3) Consideration was paid jointly by the Reporting Persons for the 171,000 Stock Options and 38 8.00% Convertible Notes for total consideration of \$3,800,000.
- (4) On May 5, 2017, GSI acquired 38 convertible notes with a face value of \$100,000 each (the "8.00% Convertible Notes") that are convertible at any time into shares of Common Stock. The conversion price for the 8.00% Convertible Notes will initially be \$8.655 per share of common stock (or \$0.8655 per CDI), subject to adjustment as further described in the Prospectus for Offering of Convertible Notes and Options dated April 24, 2017. The number of shares of Common Stock to be issued upon conversion of the 8.00% Convertible Notes is determined by dividing the face value of the 8.00% Convertible Note converted by the conversion price in effect on the conversion date.
- (5) GS Group may be deemed to beneficially own indirectly, an aggregate face value of \$3,800,000 of the 8.00% Convertible Notes and 171,000 Stock Options by reason of GSI's direct beneficial ownership of the 8.00% Convertible Notes and the Stock Options.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS INTERNATIONAL PETERBOROUGH COURT 133 FLEET STREET LONDON EC4A 2BB		X		

Signatures

/s/ Yvette Kusic, Attorney-in-fact

5/9/2017

**Signature of Reporting Person

Date

/s/ Yvette Kusic, Attorney-in-fact

5/9/2017

**Signature of Reporting Person

Date

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

* 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).

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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