

**OCERA THERAPEUTICS, INC.**  
Filed by  
**VENROCK HEALTHCARE CAPITAL PARTNERS LP**

**FORM SC 13G/A**  
(Amended Statement of Ownership)

Filed 02/14/17

Address	525 UNIVERSITY AVENUE SUITE 610 PALO ALTO, CA 94301
Telephone	6504625800
CIK	0001274644
Symbol	OCRX
SIC Code	2834 - Pharmaceutical Preparations
Industry	Pharmaceuticals
Sector	Healthcare
Fiscal Year	12/31

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**Ocera Therapeutics, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**67552A108**

(CUSIP Number)

**December 31, 2016**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Name of Reporting Persons  
Venrock Healthcare Capital Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (1)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

5. Sole Voting Power  
0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power  
2,270,668(2)

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
2,270,668(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,270,668(2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
9.8%(3)

12. Type of Reporting Person (See Instructions)  
PN

- (1) Venrock Healthcare Capital Partners, L.P., VHCP Co-Investment Holdings, LLC, Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, VHCP Management, LLC, VHCP Management II, LLC, Bong Koh and Nimish Shah are members of a group for the purposes of this Schedule 13G/A.
- (2) Consists of (i) 889,990 shares of common stock owned by Venrock Healthcare Capital Partners, L.P., including 118,981 shares underlying immediately exercisable warrants; (ii) 162,806 shares of common stock owned by VHCP Co-Investment Holdings, LLC, including 21,765 shares underlying immediately exercisable warrants; (iii) 866,563 shares of common stock owned by Venrock Healthcare Capital Partners II, L.P.; and (iv) 351,309 shares of common stock owned by VHCP Co-Investment Holdings II, LLC.
- (3) This percentage is calculated based upon 23,143,938 shares of common stock outstanding as of October 31, 2016, as set forth in Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 2, 2016.

1.	Name of Reporting Persons VHCP Co-Investment Holdings, LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions)
(a)	<input checked="" type="checkbox"/> (1)
(b)	<input type="checkbox"/>
3.	SEC Use Only
4.	Citizenship or Place of Organization Delaware
	5. Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With:	6. Shared Voting Power 2,270,668(2)
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 2,270,668(2)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,270,668(2)
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9) 9.8%(3)
12.	Type of Reporting Person (See Instructions) OO

- (1) Venrock Healthcare Capital Partners, L.P., VHCP Co-Investment Holdings, LLC, Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, VHCP Management, LLC, VHCP Management II, LLC, Bong Koh and Nimish Shah are members of a group for the purposes of this Schedule 13G/A.
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1.	Name of Reporting Persons Venrock Healthcare Capital Partners II, L.P.
<hr/>	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)
(a)	<input checked="" type="checkbox"/> (1)
(b)	<input type="checkbox"/>
<hr/>	
3.	SEC Use Only
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4.	Citizenship or Place of Organization Delaware
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5.	Sole Voting Power 0
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Number of Shares Beneficially Owned by Each Reporting Person With:	6. Shared Voting Power 2,270,668(2)
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1.	Name of Reporting Persons VHCP Co-Investment Holdings II, LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions)
(a)	<input checked="" type="checkbox"/> (1)
(b)	<input type="checkbox"/>
3.	SEC Use Only
4.	Citizenship or Place of Organization Delaware
	5. Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With:	6. Shared Voting Power 2,270,668(2)
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	8. Shared Dispositive Power 2,270,668(2)
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(3) This percentage is calculated based upon 23,143,938 shares of common stock outstanding as of October 31, 2016, as set forth in Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 2, 2016.

1.	Name of Reporting Persons VHCP Management, LLC
<hr/>	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)
(a)	<input checked="" type="checkbox"/> (1)
(b)	<input type="checkbox"/>
<hr/>	
3.	SEC Use Only
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4.	Citizenship or Place of Organization Delaware
<hr/>	
5.	Sole Voting Power 0
<hr/>	
6.	Shared Voting Power 2,270,668(2)
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7.	Sole Dispositive Power 0
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8.	Shared Dispositive Power 2,270,668(2)
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- (3) This percentage is calculated based upon 23,143,938 shares of common stock outstanding as of October 31, 2016, as set forth in Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 2, 2016.

1.	Name of Reporting Persons VHCP Management II, LLC
<hr/>	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)
(a)	<input checked="" type="checkbox"/> (1)
(b)	<input type="checkbox"/>
<hr/>	
3.	SEC Use Only
<hr/>	
4.	Citizenship or Place of Organization Delaware
<hr/>	
5.	Sole Voting Power 0
<hr/>	
Number of Shares Beneficially Owned by Each Reporting Person With:	6. Shared Voting Power 2,270,668(2)
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7.	Sole Dispositive Power 0
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9.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,270,668(2)
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12.	Type of Reporting Person (See Instructions) OO
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- (1) Venrock Healthcare Capital Partners, L.P., VHCP Co-Investment Holdings, LLC, Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, VHCP Management, LLC, VHCP Management II, LLC, Bong Koh and Nimish Shah are members of a group for the purposes of this Schedule 13G/A.
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- (3) This percentage is calculated based upon 23,143,938 shares of common stock outstanding as of October 31, 2016, as set forth in Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 2, 2016.



1.	Name of Reporting Persons Shah, Nimish
<hr/>	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)
(a)	<input checked="" type="checkbox"/> (1)
(b)	<input type="checkbox"/>
<hr/>	
3.	SEC Use Only
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4.	Citizenship or Place of Organization United States
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5.	Sole Voting Power 0
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Number of Shares Beneficially Owned by Each Reporting Person With:	6. Shared Voting Power 2,270,668(2)
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7.	Sole Dispositive Power 0
<hr/>	
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9.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,270,668(2)
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11.	Percent of Class Represented by Amount in Row (9) 9.8%(3)
<hr/>	
12.	Type of Reporting Person (See Instructions) IN
<hr/>	

(1) Venrock Healthcare Capital Partners, L.P., VHCP Co-Investment Holdings, LLC, Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, VHCP Management, LLC, VHCP Management II, LLC, Bong Koh and Nimish Shah are members of a group for the purposes of this Schedule 13G/A.

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(3) This percentage is calculated based upon 23,143,938 shares of common stock outstanding as of October 31, 2016, as set forth in Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 2, 2016.

1.	Name of Reporting Persons Koh, Bong
<hr/>	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)
(a)	<input checked="" type="checkbox"/> (1)
(b)	<input type="checkbox"/>
<hr/>	
3.	SEC Use Only
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4.	Citizenship or Place of Organization United States
<hr/>	
5.	Sole Voting Power 0
<hr/>	
Number of Shares Beneficially Owned by Each Reporting Person With:	6. Shared Voting Power 2,270,668(2)
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7.	Sole Dispositive Power 0
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8.	Shared Dispositive Power 2,270,668(2)
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12.	Type of Reporting Person (See Instructions) IN
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(1) Venrock Healthcare Capital Partners, L.P., VHCP Co-Investment Holdings, LLC, Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, VHCP Management, LLC, VHCP Management II, LLC, Bong Koh and Nimish Shah are members of a group for the purposes of this Schedule 13G/A.

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(3) This percentage is calculated based upon 23,143,938 shares of common stock outstanding as of October 31, 2016, as set forth in Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 2, 2016.

**Introductory Note:** This Schedule 13G/A is filed on behalf of Venrock Healthcare Capital Partners, L.P., a limited partnership organized under the laws of the State of Delaware (“VHCP”), VHCP Co-Investment Holdings, LLC, a limited liability company organized under the laws of the State of Delaware (“VHCP Co-Investment”), Venrock Healthcare Capital Partners II, L.P., a limited partnership organized under the laws of the State of Delaware (“VHCP II”), VHCP Co-Investment Holdings II, LLC, a limited liability company organized under the laws of the State of Delaware (“VHCP Co-Investment II”), VHCP Management, LLC, a limited liability company organized under the laws of the State of Delaware (“VHCP Management”), VHCP Management II, LLC, a limited liability company organized under the laws of the State of Delaware (“VHCP Management II” and collectively with VHCP, VHCP Co-Investment, VHCP II, VHCP Co-Investment II and VHCP Management, the “Venrock Entities”), Nimish Shah (“Shah”) and Bong Koh (“Koh”) in respect of shares of common stock of Ocera Therapeutics, Inc.

**Item 1.**

- (a) Name of Issuer  
Ocera Therapeutics, Inc.
- 
- (b) Address of Issuer’s Principal Executive Offices  
525 University Avenue, Suite 610  
Palo Alto, CA 94301
- 

**Item 2.**

- (a) Name of Person Filing  
Venrock Healthcare Capital Partners, L.P.  
VHCP Co-Investment Holdings, LLC  
Venrock Healthcare Capital Partners II, L.P.  
VHCP Co-Investment Holdings II, LLC  
VHCP Management, LLC  
VHCP Management II, LLC  
Bong Koh  
Nimish Shah
- 
- (b) Address of Principal Business Office or, if none, Residence
- |  |   |   |
|--|---|---|
| New York Office:                                     | Palo Alto Office:                           | Boston Office:  |
| 530 Fifth Avenue<br>22nd Floor<br>New York, NY 10036 | 3340 Hillview Avenue<br>Palo Alto, CA 94304 | 34 Farnsworth Street<br>3rd Floor<br>Boston, MA 02210 |
- 
- (c) Citizenship  
Each of the Venrock Entities was organized in Delaware. Koh and Shah are both United States citizens.
- 
- (d) Title of Class of Securities  
Common Stock, \$0.00001 par value per share
- 
- (e) CUSIP Number  
67552A108
- 

**Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

**Item 4. Ownership**

(a) Amount beneficially owned as of December 31, 2016:

Venrock Healthcare Capital Partners, L.P.	2,270,668(1)
VHCP Co-Investment Holdings, LLC	2,270,668(1)
Venrock Healthcare Capital Partners II, L.P.	2,270,668(1)
VHCP Co-Investment Holdings II, LLC	2,270,668(1)
VHCP Management, LLC	2,270,668(1)
VHCP Management II, LLC	2,270,668(1)
Bong Koh	2,270,668(1)
Nimish Shah	2,270,668(1)

(b) Percent of class as of December 31, 2016:

Venrock Healthcare Capital Partners, L.P.	9.8%
VHCP Co-Investment Holdings, LLC	9.8%
Venrock Healthcare Capital Partners II, L.P.	9.8%
VHCP Co-Investment Holdings II, LLC	9.8%
VHCP Management, LLC	9.8%
VHCP Management II, LLC	9.8%
Bong Koh	9.8%
Nimish Shah	9.8%

(c) Number of shares as to which the person has, as of December 31, 2016:

(i) Sole power to vote or to direct the vote

Venrock Healthcare Capital Partners, L.P.	0
VHCP Co-Investment Holdings, LLC	0
Venrock Healthcare Capital Partners II, L.P.	0
VHCP Co-Investment Holdings II, LLC	0
VHCP Management, LLC	0
VHCP Management II, LLC	0
Bong Koh	0
Nimish Shah	0

(ii) Shared power to vote or to direct the vote

Venrock Healthcare Capital Partners, L.P.	2,270,668(1)
VHCP Co-Investment Holdings, LLC	2,270,668(1)
Venrock Healthcare Capital Partners II, L.P.	2,270,668(1)
VHCP Co-Investment Holdings II, LLC	2,270,668(1)
VHCP Management, LLC	2,270,668(1)
VHCP Management II, LLC	2,270,668(1)
Bong Koh	2,270,668(1)
Nimish Shah	2,270,668(1)

(iii) Sole power to dispose or to direct the disposition of

Venrock Healthcare Capital Partners, L.P.	0
VHCP Co-Investment Holdings, LLC	0
Venrock Healthcare Capital Partners II, L.P.	0
VHCP Co-Investment Holdings II, LLC	0
VHCP Management, LLC	0
VHCP Management II, LLC	0
Bong Koh	0
Nimish Shah	0

(iv) Shared power to dispose or to direct the disposition of

Venrock Healthcare Capital Partners, L.P.	2,270,668(1)
VHCP Co-Investment Holdings, LLC	2,270,668(1)
Venrock Healthcare Capital Partners II, L.P.	2,270,668(1)

VHCP Co-Investment Holdings II, LLC	2,270,668(1)
VHCP Management, LLC	2,270,668(1)
VHCP Management II, LLC	2,270,668(1)
Bong Koh	2,270,668(1)
Nimish Shah	2,270,668(1)

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- (1) These shares are owned directly as follows: (i) 889,990 shares of common stock are owned by VHCP, including 118,981 shares underlying immediately exercisable warrants; (ii) 162,806 shares of common stock are owned by VHCP Co-Investment, including 21,765 shares underlying immediately exercisable warrants; (iii) 866,563 shares of common stock are owned by VHCP II; and (iv) 351,309 shares of common stock are owned by VHCP Co-Investment II. VHCP Management is the general partner of VHCP and the manager of VHCP Co-Investment. VHCP Management II is the general partner of VHCP II and the manager of VHCP Co-Investment II. Messrs. Koh and Shah are the managing members of VHCP Management and VHCP Management II.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of a Group**

Not Applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2017

**Venrock Healthcare Capital Partners, L.P.**

By: VHCP Management, LLC,  
its General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**VHCP Management, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

/s/ David L. Stepp, as attorney-in-fact

**Nimish Shah**

/s/ David L. Stepp, as attorney-in-fact

**Bong Koh**

**Venrock Healthcare Capital Partners II, L.P.**

By: VHCP Management II, LLC,  
its General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**VHCP Management II, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**VHCP Co-Investment Holdings,  
LLC**

By: VHCP Management, LLC,  
its Manager

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized  
Signatory

**VHCP Co-Investment Holdings II,  
LLC**

By: VHCP Management II, LLC,  
its Manager

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized  
Signatory

**EXHIBITS**

A: Joint Filing Agreement

B: Power of Attorney for Bong Koh (Incorporated by reference to Exhibit B to Schedule 13G filed on March 3, 2016)

C: Power of Attorney for Nimish Shah



**EXHIBIT A**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Ocera Therapeutics, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 13<sup>th</sup> day of February, 2017.

**Venrock Healthcare Capital Partners, L.P.**

By: VHCP Management, LLC  
Its: General Partner

By: /s/ David L. Stepp  
David L. Stepp  
Authorized Signatory

**VHCP Co-Investment Holdings, LLC**

By: VHCP Management, LLC  
Its: Manager

By: /s/ David L. Stepp  
David L. Stepp  
Authorized Signatory

**VHCP Management, LLC**

By: /s/ David L. Stepp  
David L. Stepp  
Authorized Signatory

**Venrock Healthcare Capital Partners II, L.P.**

By: VHCP Management II, LLC  
Its: General Partner

By: /s/ David L. Stepp  
David L. Stepp  
Authorized Signatory

**VHCP Co-Investment Holdings II, LLC**

By: VHCP Management II, LLC  
Its: Manager

By: /s/ David L. Stepp  
David L. Stepp  
Authorized Signatory

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**VHCP Management II, LLC**

/s/ David L. Stepp

David L. Stepp

Authorized Signatory

/s/ Bong Koh

**BONG KOH**

/s/ Nimish Shah

**NIMISH SHAH**

---

EXHIBIT C

POWER OF ATTORNEY FOR SEC FILINGS

The undersigned hereby constitutes and appoints each of David L. Stepp, Sherman G. Souther, and Lisa D. Harris, signing individually, the undersigned's true and lawful attorney-in fact and agent to:

- (i) prepare execute and file, for and on behalf of the undersigned, any and all documents and filings that are required or advisable to be made with the United States Securities and Exchange Commission, any stock exchange or similar authority, under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder, including without limitation (a) any Joint Filing Agreement under Rule 13d-1(k) of the Exchange Act (or any successor provision thereunder), Schedule 13D and Schedule 13G (or any successor schedules or forms adopted under the Exchange Act ) and any amendments thereto in accordance with Section 13 of the Exchange Act and the rules thereunder, and (b) Forms 3, 4 and 5 and any amendments thereto in accordance with Section 16(a) of the Exchange Act and the rules thereunder; and
- (ii) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of undersigned, is not assuming, nor is Venrock assuming, any of the undersigned's responsibilities to comply with the Exchange Act, including without limitation Sections 13 and 16 of the Exchange Act.

This power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file any form or document with respect to the undersigned's holdings of and transactions in securities issued by a company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact, or (c) until such attorney-in-fact shall no longer be employed by VR Management, LLC (or its successor).

IN WITNESS WHEREOF, the undersigned has cause this Power of Attorney to be executed as of this 13th day of February, 2017.

/s/ Nimish Shah

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