

# **OCERA THERAPEUTICS, INC.**

Reported by  
**THOMAS JAMES E**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/10/17 for the Period Ending 01/30/17

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Symbol	OCRX
Fiscal Year	12/31

# FORM 4

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

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[ X ] 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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <sup>*</sup>		2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
THOMAS MCNERNEY & PARTNERS LP		Ocera Therapeutics, Inc. [ OCRX ]	<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
C/O THOMAS, MCNERNEY & PARTNERS, L.P., 12527 CENTRAL AVENUE NE #297		1/30/2017		
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
MINNEAPOLIS, MN 55434			<input type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)			<input checked="" type="checkbox"/> 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. 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				

**Explanation of Responses:**

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS MCNERNEY & PARTNERS LP C/O THOMAS, MCNERNEY & PARTNERS, L.P. 12527 CENTRAL AVENUE NE #297 MINNEAPOLIS, MN 55434		X		
TMP ASSOCIATES LP C/O THOMAS, MCNERNEY & PARTNERS, L.P. 12527 CENTRAL AVENUE NE #297 MINNEAPOLIS, MN 55434		X		
TMP Nominee, LLC C/O THOMAS, MCNERNEY & PARTNERS, L.P. 12527 CENTRAL AVENUE NE #297 MINNEAPOLIS, MN 55434		X		
Thomas, McNerney & Partners, LLC C/O THOMAS, MCNERNEY & PARTNERS, L.P. 12527 CENTRAL AVENUE NE #297 MINNEAPOLIS, MN 55434		X		
Thomas, McNerney & Partners II L.P. C/O THOMAS, MCNERNEY & PARTNERS, L.P. 12527 CENTRAL AVENUE NE #297 MINNEAPOLIS, MN 55434		X		
TMP Associates II LP				

C/O THOMAS, MCNERNEY & PARTNERS, L.P. 12527 CENTRAL AVENUE NE #297 MINNEAPOLIS, MN 55434		X		
TMP Nominee II, LLC C/O THOMAS, MCNERNEY & PARTNERS, L.P. 12527 CENTRAL AVENUE NE #297 MINNEAPOLIS, MN 55434		X		
Thomas, McNerney & Partners II, LLC C/O THOMAS, MCNERNEY & PARTNERS, L.P. 12527 CENTRAL AVENUE NE #297 MINNEAPOLIS, MN 55434		X		
THOMAS JAMES E C/O THOMAS, MCNERNEY & PARTNERS, L.P. 12527 CENTRAL AVENUE NE #297 MINNEAPOLIS, MN 55434		X		

**Signatures**

<u>/s/ James E. Thomas, Manager of Thomas, McNerney &amp; Partners, L.P</u>	<u>2/10/2017</u>
Signature of Reporting Person	Date
<u>/s/ James E. Thomas, Manager of TMP Nominee, LLC</u>	<u>2/10/2017</u>
Signature of Reporting Person	Date
<u>/s/ James E. Thomas, Manager of TMP Associates, L.P.</u>	<u>2/10/2017</u>
Signature of Reporting Person	Date
<u>/s/ James E. Thomas, Manager of Thomas, McNerney &amp; Partners, LLC</u>	<u>2/10/2017</u>
Signature of Reporting Person	Date
<u>/s/ James E. Thomas, Manager of Thomas, McNerney &amp; Partners II, L.P</u>	<u>2/10/2017</u>
Signature of Reporting Person	Date
<u>/s/ James E. Thomas, Manager of TMP Nominee II, LLC</u>	<u>2/10/2017</u>
Signature of Reporting Person	Date
<u>/s/ James E. Thomas, Manager of TMP Associates II, L.P.</u>	<u>2/10/2017</u>
Signature of Reporting Person	Date
<u>/s/ James E. Thomas, Manager of Thomas, McNerney &amp; Partners II, LLC</u>	<u>2/10/2017</u>
Signature of Reporting Person	Date
<u>/s/ James E. Thomas</u>	<u>2/10/2017</u>
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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