

OCERA THERAPEUTICS, INC.

Filed by
QVT FINANCIAL LP

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

Filed 02/09/17

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

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Ocera Therapeutics, Inc.
(Name of Issuer)

Common Stock, \$0.00001 par value per share
(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.	Names of Reporting Persons. QVT Financial LP	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 1,032,957
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 1,032,957
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,032,957	
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) 4.44%	
12.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons. QVT Financial GP LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 1,032,957
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 1,032,957
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,032,957	
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) 4.44%	
12.	Type of Reporting Person (See Instructions) OO	

1.	Names of Reporting Persons. QVT Associates GP LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 1,032,957
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 1,032,957
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,032,957	
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) 4.44%	
12.	Type of Reporting Person (See Instructions) OO	

Item 1(a). Name of Issuer
Ocera Therapeutics, Inc. (the “Issuer”)

Item 1(b). Address of Issuer’s Principal Executive Offices
The address of the Issuer’s principal executive offices is:
525 University Avenue, Suite 610, Palo Alto, California 94301, United States

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office or, if none, Residence

Item 2(c). Citizenship

QVT Financial LP
1177 Avenue of the Americas, 9th Floor
New York, New York 10036
Delaware Limited Partnership

QVT Financial GP LLC
1177 Avenue of the Americas, 9th Floor
New York, New York 10036
Delaware Limited Liability Company

QVT Associates GP LLC
1177 Avenue of the Americas, 9th Floor
New York, New York 10036
Delaware Limited Liability Company

Item 2(d). Title of Class of Securities
Common stock, \$0.00001 par value per share (the “Common Stock”).

Item 2(e). CUSIP Number
The CUSIP number of the Common Stock is 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:**

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: .

Item 4. Ownership.

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

QVT Financial LP (“QVT Financial”) is the investment manager for private investment funds (collectively, the “Funds”). The Funds aggregately own 1,032,957 shares of Common Stock. Accordingly, QVT Financial may be deemed to be the beneficial owner of an aggregate amount of 1,032,957 shares of Common Stock, consisting of the shares owned by the Funds.

QVT Financial GP LLC, as General Partner of QVT Financial, may be deemed to beneficially own the same number of shares of Common Stock reported by QVT Financial. QVT Associates GP LLC, as General Partner of the Funds, may be deemed to beneficially own the aggregate number of shares of Common Stock owned by the Funds, and accordingly, QVT Associates GP LLC may be deemed to be the beneficial owner of an aggregate amount of 1,032,957 shares of Common Stock.

The percentage disclosed in Item 11 of the Cover Pages for each reporting person is calculated on the basis of (i) 23,143,938 shares of Common Stock outstanding, which was the total number of shares issued and outstanding reported in the Issuer’s Form 10-Q, for the quarter ended September 30, 2016, filed with the Securities and Exchange Commission on November 2, 2016; and (ii) 126,671 shares of Common Stock underlying warrants, pursuant to Rule 13d-3(d)(1)(i).

- (b) Percent of class:

See Item 11 of the Cover Pages to this Schedule 13G.

- (c) Number of shares as to which the person has:

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

0

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

See item (a) above.

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

0

-
- (iv) Shared power to dispose or to direct the disposition of
See item (a) above.

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

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of 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 8, 2017

QVT FINANCIAL LP

By QVT Financial GP LLC,
its General Partner

By: /s/ Nicholas Brumm

Name: Nicholas Brumm
Title: Managing Member

By: /s/ Meg Eisner

Name: Meg Eisner
Title: Authorized Signatory

QVT FINANCIAL GP LLC

By: /s/ Nicholas Brumm

Name: Nicholas Brumm
Title: Managing Member

By: /s/ Meg Eisner

Name: Meg Eisner
Title: Authorized Signatory

QVT ASSOCIATES GP LLC

By: /s/ Nicholas Brumm

Name: Nicholas Brumm
Title: Managing Member

By: /s/ Meg Eisner

Name: Meg Eisner
Title: Authorized Signatory