

# CONATUS PHARMACEUTICALS INC.

Filed by  
**MPM BIOVENTURES IV QP LP**

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

Filed 02/09/17

|             |   |
|-------------|---|
| Address     | 16745 WEST BERNARDO DRIVE<br>Suite 200<br>San Diego, CA 92127 |
| Telephone   | (858) 376-2600  |
| CIK         | 0001383701  |
| Symbol      | CNAT  |
| Fiscal Year | 12/31   |

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

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**SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 2)\***

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**Conatus Pharmaceuticals, Inc.**  
(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

**20600T108**  
(CUSIP Number)

**December 31, 2016**  
(Date of Event Which Requires Filing of This Statement)

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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).

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|--|---|
| 1.   | Name of Reporting Persons<br>MPM BioVentures IV-QP, L.P.  |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3.   | SEC USE ONLY  |
| 4.   | Citizenship or Place of Organization<br>Delaware  |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. Sole Voting Power<br>573,733*  |
|  | 6. Shared Voting Power<br>0   |
|  | 7. Sole Dispositive Power<br>573,733*   |
|  | 8. Shared Dispositive Power<br>0  |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>573,733*  |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)<br><input type="checkbox"/>                             |
| 11.  | Percent of Class Represented by Amount in Row (9)<br>2.2%   |
| 12.  | Type of Reporting Person (See Instructions)<br>PN   |

\* Includes 15,100 shares of Common Stock issuable pursuant to warrants, which are exercisable within 60 days of the date of this filing.

|  |   |
|--|---|
| 1.   | Name of Reporting Persons<br>MPM BioVentures IV GmbH & Co. Beteiligungs KG  |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3.   | SEC USE ONLY  |
| 4.   | Citizenship or Place of Organization<br>Germany   |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. Sole Voting Power<br>22,102*   |
|  | 6. Shared Voting Power<br>0   |
|  | 7. Sole Dispositive Power<br>22,102*  |
|  | 8. Shared Dispositive Power<br>0  |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>22,102*   |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)<br><input type="checkbox"/>                             |
| 11.  | Percent of Class Represented by Amount in Row (9)<br>0.1%   |
| 12.  | Type of Reporting Person (See Instructions)<br>PN   |

\* Includes 581 shares of Common Stock issuable pursuant to warrants, which are exercisable within 60 days of the date of this filing.

|  |   |
|--|---|
| 1.   | Name of Reporting Persons<br>MPM Asset Management Investors BV4 LLC   |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3.   | SEC USE ONLY  |
| 4.   | Citizenship or Place of Organization<br>Delaware  |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. Sole Voting Power<br>16,314*   |
|  | 6. Shared Voting Power<br>0   |
|  | 7. Sole Dispositive Power<br>16,314*  |
|  | 8. Shared Dispositive Power<br>0  |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>16,314*   |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)<br><input type="checkbox"/>                             |
| 11.  | Percent of Class Represented by Amount in Row (9)<br>0.1%   |
| 12.  | Type of Reporting Person (See Instructions)<br>OO   |

\* Includes 429 shares of Common Stock issuable pursuant to warrants, which are exercisable within 60 days of the date of this filing.

|  |   |
|--|---|
| 1.   | Name of Reporting Persons<br>MPM BioVentures V, L.P.  |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3.   | SEC USE ONLY  |
| 4.   | Citizenship or Place of Organization<br>Delaware  |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. Sole Voting Power<br>589,260*  |
|  | 6. Shared Voting Power<br>0   |
|  | 7. Sole Dispositive Power<br>589,260*   |
|  | 8. Shared Dispositive Power<br>0  |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>589,260*  |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)<br><input type="checkbox"/>                             |
| 11.  | Percent of Class Represented by Amount in Row (9)<br>2.3%   |
| 12.  | Type of Reporting Person (See Instructions)<br>PN   |

\* Includes 15,508 shares of Common Stock issuable pursuant to warrants, which are exercisable within 60 days of the date of this filing.

|  |   |
|--|---|
| 1.   | Name of Reporting Persons<br>MPM Asset Management Investors BV5 LLC   |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3.   | SEC USE ONLY  |
| 4.   | Citizenship or Place of Organization<br>Delaware  |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. Sole Voting Power<br>22,891*   |
|  | 6. Shared Voting Power<br>0   |
|  | 7. Sole Dispositive Power<br>22,891*  |
|  | 8. Shared Dispositive Power<br>0  |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>22,891*   |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)<br><input type="checkbox"/>                             |
| 11.  | Percent of Class Represented by Amount in Row (9)<br>0.1%   |
| 12.  | Type of Reporting Person (See Instructions)<br>OO   |

\* Includes 602 shares of Common Stock issuable pursuant to warrants, which are exercisable within 60 days of the date of this filing.

|  |   |
|--|---|
| 1.   | Name of Reporting Persons<br>MPM BioVentures IV GP LLC  |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3.   | SEC USE ONLY  |
| 4.   | Citizenship or Place of Organization<br>Delaware  |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. Sole Voting Power<br>0   |
|  | 6. Shared Voting Power<br>595,835*  |
|  | 7. Sole Dispositive Power<br>0  |
|  | 8. Shared Dispositive Power<br>595,835*   |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>595,835*  |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)<br><input type="checkbox"/>                             |
| 11.  | Percent of Class Represented by Amount in Row (9)<br>2.3%   |
| 12.  | Type of Reporting Person (See Instructions)<br>PN   |

\* Consists of 558,633 shares of Common Stock and 15,100 shares of Common Stock issuable upon exercise of warrants held by MPM BioVentures IV-QP, L.P. ("BV IV QP") and 21,521 shares of Common Stock and 581 shares of Common Stock issuable upon exercise of warrants held by MPM BioVentures IV GmbH & Co. Beteiligungs KG ("BV KG"). The warrants listed above are exercisable within 60 days of the date of this filing. The Reporting Person is the direct general partner of BV IV QP and BV KG.

|  |   |
|--|---|
| 1.   | Name of Reporting Persons<br>MPM BioVentures IV LLC   |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3.   | SEC USE ONLY  |
| 4.   | Citizenship or Place of Organization<br>Delaware  |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. Sole Voting Power<br>0   |
|  | 6. Shared Voting Power<br>612,149*  |
|  | 7. Sole Dispositive Power<br>0  |
|  | 8. Shared Dispositive Power<br>612,149*   |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>612,149*  |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)<br><input type="checkbox"/>                             |
| 11.  | Percent of Class Represented by Amount in Row (9)<br>2.4%   |
| 12.  | Type of Reporting Person (See Instructions)<br>OO   |

\* Consists of 558,633 shares of Common Stock and 15,100 shares of Common Stock issuable upon exercise of warrants held by BV IV QP, 21,521 shares of Common Stock and 581 shares of Common Stock issuable upon exercise of warrants held by BV KG and 15,885 shares of Common Stock and 429 shares of Common Stock issuable upon exercise of warrants held by MPM Asset Management Investors BV4 LLC ("AM BV4"). The warrants listed above are exercisable within 60 days of the date of this filing. The Reporting Person is the indirect general partner of BV IV QP and BV KG and the manager of AM BV4.

|  |   |
|--|---|
| 1.   | Name of Reporting Persons<br>MPM BioVentures V GP LLC   |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3.   | SEC USE ONLY  |
| 4.   | Citizenship or Place of Organization<br>Delaware  |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. Sole Voting Power<br>0   |
|  | 6. Shared Voting Power<br>589,260*  |
|  | 7. Sole Dispositive Power<br>0  |
|  | 8. Shared Dispositive Power<br>589,260*   |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>589,260*  |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)<br><input type="checkbox"/>                             |
| 11.  | Percent of Class Represented by Amount in Row (9)<br>2.3%   |
| 12.  | Type of Reporting Person (See Instructions)<br>PN   |

\* Consists of 573,752 shares of Common Stock and 15,508 shares of Common Stock issuable upon exercise of warrants held by MPM BioVentures V, L.P. ("BV V"). The warrants listed above are exercisable within 60 days of the date of this filing. The Reporting Person is the direct general partner of BV V.

|  |   |
|--|---|
| 1.   | Name of Reporting Persons<br>MPM BioVentures V LLC  |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3.   | SEC USE ONLY  |
| 4.   | Citizenship or Place of Organization<br>Delaware  |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. Sole Voting Power<br>0   |
|  | 6. Shared Voting Power<br>612,151*  |
|  | 7. Sole Dispositive Power<br>0  |
|  | 8. Shared Dispositive Power<br>612,151*   |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>612,151*  |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)<br><input type="checkbox"/>                             |
| 11.  | Percent of Class Represented by Amount in Row (9)<br>2.4%   |
| 12.  | Type of Reporting Person (See Instructions)<br>OO   |

\* Consists of 573,752 shares of Common Stock and 15,508 shares of Common Stock issuable upon exercise of warrants held by BV V and 22,289 shares of Common Stock and 602 shares of Common Stock issuable upon exercise of warrants held by MPM Asset Management Investors BV5 LLC ("AM BV5"). The warrants listed above are exercisable within 60 days of the date of this filing. The Reporting Person is the indirect general partner of BV V and the manager of AM BV5.

|  |   |
|--|---|
| 1.   | Name of Reporting Persons<br>Luke Evin  |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3.   | SEC USE ONLY  |
| 4.   | Citizenship or Place of Organization<br>United States   |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. Sole Voting Power<br>0   |
|  | 6. Shared Voting Power<br>1,224,300*  |
|  | 7. Sole Dispositive Power<br>0  |
|  | 8. Shared Dispositive Power<br>1,224,300*   |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,224,300*  |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)<br><input type="checkbox"/>                             |
| 11.  | Percent of Class Represented by Amount in Row (9)<br>4.7%   |
| 12.  | Type of Reporting Person (See Instructions)<br>IN   |

\* Consists of 558,633 shares of Common Stock and 15,100 shares of Common Stock issuable upon exercise of warrants held by BV IV QP, 21,521 shares of Common Stock and 581 shares of Common Stock issuable upon exercise of warrants held by BV KG, 15,885 shares of Common Stock and 429 shares of Common Stock issuable upon exercise of warrants held by AM BV4, 573,752 shares of Common Stock and 15,508 shares of Common Stock issuable upon exercise of warrants held by BV V and 22,289 shares of Common Stock and 602 shares of Common Stock issuable upon exercise of warrants held by AM BV5. MPM BioVentures IV GP LLC ("MPM IV GP") and MPM BioVentures IV LLC ("MPM IV LLC") are the direct and indirect general partners of BV IV QP and BV KG and MPM IV LLC is the manager of AM BV4. MPM BioVentures V GP LLC ("MPM V GP") and MPM BioVentures V LLC ("MPM V LLC") are the direct and indirect general partners of BV V and MPM V LLC is the manager of AM BV5. The Reporting Person is a member of MPM IV LLC and MPM V LLC.

|  |   |
|--|---|
| 1.   | Name of Reporting Persons<br>Ansbert Gadicke  |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3.   | SEC USE ONLY  |
| 4.   | Citizenship or Place of Organization<br>United States   |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. Sole Voting Power<br>0   |
|  | 6. Shared Voting Power<br>1,224,300*  |
|  | 7. Sole Dispositive Power<br>0  |
|  | 8. Shared Dispositive Power<br>1,224,300*   |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,224,300*  |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)<br><input type="checkbox"/>                             |
| 11.  | Percent of Class Represented by Amount in Row (9)<br>4.7%   |
| 12.  | Type of Reporting Person (See Instructions)<br>IN   |

\* Consists of 558,633 shares of Common Stock and 15,100 shares of Common Stock issuable upon exercise of warrants held by BV IV QP, 21,521 shares of Common Stock and 581 shares of Common Stock issuable upon exercise of warrants held by BV KG, 15,885 shares of Common Stock and 429 shares of Common Stock issuable upon exercise of warrants held by AM BV4, 573,752 shares of Common Stock and 15,508 shares of Common Stock issuable upon exercise of warrants held by BV V and 22,289 shares of Common Stock and 602 shares of Common Stock issuable upon exercise of warrants held by AM BV5. MPM IV GP and MPM IV LLC are the direct and indirect general partners of BV IV QP and BV KG and MPM IV LLC is the manager of AM BV4. MPM V GP and MPM V LLC are the direct and indirect general partners of BV V and MPM V LLC is the manager of AM BV5. The Reporting Person is a member of MPM IV LLC and MPM V LLC.

|  |   |
|--|---|
| 1.   | Name of Reporting Persons<br>Todd Foley   |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3.   | SEC USE ONLY  |
| 4.   | Citizenship or Place of Organization<br>United States   |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. Sole Voting Power<br>0   |
|  | 6. Shared Voting Power<br>1,224,300*  |
|  | 7. Sole Dispositive Power<br>0  |
|  | 8. Shared Dispositive Power<br>1,224,300*   |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,224,300*  |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)<br><input type="checkbox"/>                             |
| 11.  | Percent of Class Represented by Amount in Row (9)<br>4.7%   |
| 12.  | Type of Reporting Person (See Instructions)<br>IN   |

\* Consists of 558,633 shares of Common Stock and 15,100 shares of Common Stock issuable upon exercise of warrants held by BV IV QP, 21,521 shares of Common Stock and 581 shares of Common Stock issuable upon exercise of warrants held by BV KG, 15,885 shares of Common Stock and 429 shares of Common Stock issuable upon exercise of warrants held by AM BV4, 573,752 shares of Common Stock and 15,508 shares of Common Stock issuable upon exercise of warrants held by BV V and 22,289 shares of Common Stock and 602 shares of Common Stock issuable upon exercise of warrants held by AM BV5. MPM IV GP and MPM IV LLC are the direct and indirect general partners of BV IV QP and BV KG and MPM IV LLC is the manager of AM BV4. MPM V GP and MPM V LLC are the direct and indirect general partners of BV V and MPM V LLC is the manager of AM BV5. The Reporting Person is a member of MPM IV LLC and MPM V LLC.

**Item 1.**

- (a) Name of Issuer  
Conatus Pharmaceuticals, Inc.
- (b) Address of Issuer's Principal Executive Offices  
16745 West Bernardo Drive, Suite 200  
San Diego, CA 92127

**Item 2.**

- (a) Name of Person Filing  
MPM BioVentures IV-QP, L.P.  
MPM BioVentures IV GmbH & Co. Beteiligungs KG  
MPM Asset Management Investors BV4 LLC  
MPM BioVentures V, L.P.  
MPM Asset Management Investors BV5 LLC  
MPM BioVentures IV GP LLC  
MPM BioVentures IV LLC  
MPM BioVentures V GP LLC  
MPM BioVentures V LLC  
Luke Evnin  
Ansbert Gadicke  
Todd Foley
- (b) Address of Principal Business Office or, if none, Residence  
c/o MPM Capital LLC  
450 Kendall Street  
Cambridge, MA 02142
- (c) Citizenship  
All entities were organized in Delaware except MPM BioVentures IV GmbH & Co. Beteiligungs KG, which was organized in Germany. The individuals are all United States citizens.
- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
20600T108

**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**

| <b>MPM Entity</b>  | <b>Shares Held Directly</b> | <b>Shares Issuable Upon Exercise of Warrants Held Directly</b> | <b>Sole Voting Power</b> | <b>Shared Voting Power</b> | <b>Sole Dispositive Power</b> | <b>Shared Dispositive Power</b> | <b>Beneficial Ownership</b> | <b>Percentage of Class</b> |
|--------------------|-----------------------------|--|--------------------------|----------------------------|-------------------------------|---------------------------------|-----------------------------|----------------------------|
| BV IV QP           | 558,633                     | 15,100   | 573,733                  | 0                          | 573,733                       | 0                               | 573,733                     | 2.2%                       |
| BV KG              | 21,521                      | 581  | 22,102                   | 0                          | 22,102                        | 0                               | 22,102                      | 0.1%                       |
| AM BV4             | 15,885                      | 429  | 16,314                   | 0                          | 16,314                        | 0                               | 16,314                      | 0.1%                       |
| BV V               | 573,752                     | 15,508   | 589,260                  | 0                          | 589,260                       | 0                               | 589,260                     | 2.3%                       |
| AM BV5             | 22,289                      | 602  | 22,891                   | 0                          | 22,891                        | 0                               | 22,891                      | 0.1%                       |
| BV IV GP(1)        | 0                           | 0  | 0                        | 595,835                    | 0                             | 595,835                         | 595,835                     | 2.3%                       |
| BV IV LLC(2)       | 0                           | 0  | 0                        | 612,149                    | 0                             | 612,149                         | 612,149                     | 2.4%                       |
| BV V GP(3)         | 0                           | 0  | 0                        | 589,260                    | 0                             | 589,260                         | 589,260                     | 2.3%                       |
| BV V LLC(4)        | 0                           | 0  | 0                        | 612,151                    | 0                             | 612,151                         | 612,151                     | 2.4%                       |
| Luke Evnin(5)      | 0                           | 0  | 0                        | 1,224,300                  | 0                             | 1,224,300                       | 1,224,300                   | 4.7%                       |
| Ansbert Gadicke(5) | 0                           | 0  | 0                        | 1,224,300                  | 0                             | 1,224,300                       | 1,224,300                   | 4.7%                       |
| Todd Foley(5)      | 0                           | 0  | 0                        | 1,224,300                  | 0                             | 1,224,300                       | 1,224,300                   | 4.7%                       |

- (1) Consists of 558,633 shares of Common Stock and 15,100 shares of Common Stock issuable upon exercise of warrants held by BV IV QP and 21,521 shares of Common Stock and 581 shares of Common Stock issuable upon exercise of warrants held by BV KG. The warrants listed above are exercisable within 60 days of the date of this filing. The Reporting Person is the direct general partner of BV IV QP and BV KG.
- (2) Consists of 558,633 shares of Common Stock and 15,100 shares of Common Stock issuable upon exercise of warrants held by BV IV QP, 21,521 shares of Common Stock and 581 shares of Common Stock issuable upon exercise of warrants held by BV KG and 15,885 shares of Common Stock and 429 shares of Common Stock issuable upon exercise of warrants held by MPM Asset Management Investors BV4 LLC (“AM BV4”). The warrants listed above are exercisable within 60 days of the date of this filing. The Reporting Person is the indirect general partner of BV IV QP and BV KG and the manager of AM BV4.
- (3) Consists of 573,752 shares of Common Stock and 15,508 shares of Common Stock issuable upon exercise of warrants held by BV V. The warrants listed above are exercisable within 60 days of the date of this filing. The Reporting Person is the direct general partner of BV V.
- (4) Consists of 573,752 shares of Common Stock and 15,508 shares of Common Stock issuable upon exercise of warrants held by BV V and 22,289 shares of Common Stock and 602 shares of Common Stock issuable upon exercise of warrants held by AM BV5. The warrants listed above are exercisable within 60 days of the date of this filing. The Reporting Person is the indirect general partner of BV V and the manager of AM BV5.
- (5) Consists of 558,633 shares of Common Stock and 15,100 shares of Common Stock issuable upon exercise of warrants held by BV IV QP, 21,521 shares of Common Stock and 581 shares of Common Stock issuable upon exercise of warrants held by BV KG, 15,885 shares of Common Stock and 429 shares of Common Stock issuable upon exercise of warrants held by AM BV4, 573,752 shares of Common Stock and 15,508 shares of Common Stock issuable upon exercise of warrants held by BV V and 22,289 shares of Common Stock and 602 shares of Common Stock issuable upon exercise of warrants held by AM BV5. MPM IV GP and MPM IV LLC are the direct and indirect general partners of BV IV QP and BV KG and MPM IV LLC is the manager of AM BV4. MPM V GP and MPM V LLC are the direct and indirect general partners of BV V and MPM V LLC is the manager of AM BV5. The Reporting Person is a member of MPM IV LLC and MPM V LLC.

**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

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**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**

Not Applicable

**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

MPM BIOVENTURES IV-QP, L.P.

By: MPM BioVentures IV GP LLC,  
its General Partner

By: MPM BioVentures IV LLC,  
its Managing Member

By: /s/ Luke Evnin  
Name: Luke Evnin  
Title: Member

MPM BIOVENTURES IV GMBH & CO. BETEILIGUNGS KG

By: MPM BioVentures IV GP LLC,  
in its capacity as the Managing Limited Partner

By: MPM BioVentures IV LLC,  
its Managing Member

By: /s/ Luke Evnin  
Name: Luke Evnin  
Title: Member

MPM ASSET MANAGEMENT INVESTORS BV4 LLC

By: MPM BioVentures IV LLC  
its Manager

By: /s/ Luke Evnin  
Name: Luke Evnin  
Title: Member

MPM BIOVENTURES V, L.P.

By: MPM BioVentures V GP LLC,  
its General Partner

By: MPM BioVentures V LLC,  
its Managing Member

By: /s/ Luke Evnin  
Name: Luke Evnin  
Title: Member

MPM ASSET MANAGEMENT INVESTORS BV5 LLC

By: MPM BioVentures V LLC  
its Manager

By: /s/ Luke Evnin  
Name: Luke Evnin  
Title: Member

MPM BIOVENTURES IV GP LLC

By: MPM BioVentures IV LLC,  
its Managing Member

By: /s/ Luke Evnin  
Name: Luke Evnin  
Title: Member

MPM BIOVENTURES IV LLC

By: /s/ Luke Evnin  
Name: Luke Evnin  
Title: Member

MPM BIOVENTURES V GP LLC

By: MPM BioVentures V LLC,  
its Managing Member

By: /s/ Luke Evnin  
Name: Luke Evnin  
Title: Member

MPM BIOVENTURES V LLC

By: /s/ Luke Evnin  
Name: Luke Evnin  
Title: Member

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By: /s/ Luke Evin  
Name: Luke Evin

By: /s/ Ansbert Gadicke  
Name: Ansbert Gadicke

By: /s/ Todd Foley  
Name: Todd Foley

**EXHIBITS**

A: Joint Filing Agreement

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 Conatus Pharmaceuticals, 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 8<sup>th</sup> day of February, 2017.

MPM BIOVENTURES IV-QP, L.P.

By: MPM BioVentures IV GP LLC,  
its General Partner

By: MPM BioVentures IV LLC,  
its Managing Member

By: /s/ Luke Evin  
Name: Luke Evin  
Title: Member

MPM BIOVENTURES IV GMBH & CO. BETEILIGUNGS KG

By: MPM BioVentures IV GP LLC,  
in its capacity as the Managing Limited Partner

By: MPM BioVentures IV LLC,  
its Managing Member

By: /s/ Luke Evin  
Name: Luke Evin  
Title: Member

MPM ASSET MANAGEMENT INVESTORS BV4 LLC

By: MPM BioVentures IV LLC  
its Manager

By: /s/ Luke Evin  
Name: Luke Evin  
Title: Member

MPM BIOVENTURES V, L.P.

By: MPM BioVentures V GP LLC,  
its General Partner

By: MPM BioVentures V LLC,  
its Managing Member

By: /s/ Luke Evin  
Name: Luke Evin  
Title: Member

MPM ASSET MANAGEMENT INVESTORS BV5 LLC

By: MPM BioVentures V LLC  
its Manager

By: /s/ Luke Evin  
Name: Luke Evin  
Title: Member

MPM BIOVENTURES IV GP LLC

By: MPM BioVentures IV LLC,  
its Managing Member

By: /s/ Luke Evin  
Name: Luke Evin  
Title: Member

MPM BIOVENTURES IV LLC

By: /s/ Luke Evin  
Name: Luke Evin  
Title: Member

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MPM BIOVENTURES V GP LLC

By: MPM BioVentures V LLC,  
its Managing Member

By: /s/ Luke Evinin  
Name: Luke Evinin  
Title: Member

By: /s/ Luke Evinin  
Name: Luke Evinin

By: /s/ Todd Foley  
Name: Todd Foley

MPM BIOVENTURES V LLC

By: /s/ Luke Evinin  
Name: Luke Evinin  
Title: Member

By: /s/ Ansbert Gadicke  
Name: Ansbert Gadicke