

CONATUS PHARMACEUTICALS INC.

Reported by
VANDERTIE MICHELLE L

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 04/07/17 for the Period Ending 03/31/17

Address	16745 WEST BERNARDO DRIVE Suite 200 San Diego, CA 92127
Telephone	(858) 376-2600
CIK	0001383701
Symbol	CNAT
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
VANDERTIE MICHELLE L			3/31/2017		Conatus Pharmaceuticals Inc. [CNAT]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
C/O CONATUS PHARMACEUTICALS INC., 16745 W. BERNARDO DRIVE, SUITE 200			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President, Finance /				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
SAN DIEGO, CA 92127					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)							

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4978	I	See footnote. (1)

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(2)	2/16/2021	Common Stock	3636	\$0.99	D	
Stock Option (Right to Buy)	(3)	9/18/2023	Common Stock	15000	\$9.61	D	
Stock Option (Right to Buy)	(4)	2/6/2024	Common Stock	15000	\$9.45	D	
Stock Option (Right to Buy)	(5)	2/22/2025	Common Stock	15000	\$6.40	D	
Stock Option (Right to Buy)	(6)	2/3/2026	Common Stock	15000	\$1.85	D	
Stock Option (Right to Buy)	(2)	2/3/2026	Common Stock	3750	\$1.85	D	
Stock Option (Right to Buy)	(7)	3/23/2026	Common Stock	20000	\$2.09	D	
Stock Option (Right to Buy)	(8)	1/25/2027	Common Stock	23000	\$4.21	D	

Explanation of Responses:

- (1) Held by family trust of which the Reporting Person is a trustee.
- (2) Immediately exercisable.
- (3) The option was granted on September 19, 2013. 25% of the total number of shares of common stock subject to the option vested on September 19, 2014, and 1/48th of the total number of shares of common stock subject to the option vest monthly thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.
- (4) The option was granted on February 7, 2014. 25% of the total number of shares of common stock subject to the option vested on February 7, 2015, and 1/48th of the total number of shares of common stock subject to the option vest monthly thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.
- (5) The option was granted on February 23, 2015. 25% of the total number of shares of common stock subject to the option vested on February 23, 2016, and 1/48th of the total number of shares of common stock subject to the option vest monthly thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.
- (6) The option was granted on February 4, 2016. 25% of the total number of shares of common stock subject to the option vested on February 4, 2017, and 1/48th of the total number of shares of common stock subject to the option will vest monthly thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.
- (7) The option was granted on March 24, 2016. 25% of the total number of shares of common stock subject to the option vested on March 24, 2017, and 1/48th of the total number of shares of common stock subject to the option will vest monthly thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.
- (8) The option was granted on January 26, 2017. 25% of the total number of shares of common stock subject to the option will vest on January 26, 2018, and 1/48th of the total number of shares of common stock subject to the option will vest monthly thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VANDERTIE MICHELLE L C/O CONATUS PHARMACEUTICALS INC. 16745 W. BERNARDO DRIVE, SUITE 200 SAN DIEGO, CA 92127			Vice President, Finance	

Signatures

/s/ Michelle L. Vandertie

4/7/2017

**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 5(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Steven J. Mento, Ph.D., with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Conatus Pharmaceuticals Inc., a Delaware corporation (the "Company"), and/or 10% holder of the Company's capital stock, Forms 3, 4, and 5 and any amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, 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 the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of April, 2017.

Signature: /s/ Michelle L. Vandertie
Print Name: Michelle L. Vandertie