

CONATUS PHARMACEUTICALS INC.

Reported by
MARSHALL KEITH W

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/01/17 for the Period Ending 08/31/17

| | |
|-------------|--|
| 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 |

FORM 4

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

OMB APPROVAL
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[] Check this box if no longer
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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 * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Marshall Keith W | | Conatus Pharmaceuticals Inc. [CNAT] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, COO & CFO | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| C/O CONATUS PHARMACEUTICALS INC., 16745 WEST BERNARDO DRIVE, SUITE 200 | | 8/31/2017 | | | |
| (Street) | | 4. 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 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 |
| Stock Option (Right to Buy) | \$5.74 | 8/31/2017 | | A | | 525000 | | (U) | 8/30/2027 | Common Stock | 525000 | \$0.00 | 525000 | D | |

Explanation of Responses:

(1) The option was granted on August 31, 2017. Twenty-five percent (25%) of the total number of shares of common stock subject to the option will vest on August 31, 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.

Remarks:

Represents an inducement award of stock options to the Reporting Person in connection the commencement of the Reporting Person's employment with the Issuer.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marshall Keith W C/O CONATUS PHARMACEUTICALS INC. 16745 WEST BERNARDO DRIVE, SUITE 200 SAN DIEGO, CA 92127 | | | EVP, COO & CFO | |

Signatures

/s/ Michelle L. Vandertie, Attorney-in-Fact for Keith W. Marshall

9/1/2017

**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 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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