

TRANSENERIX INC.

Filed by
AISLING CAPITAL III LP

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 11/21/17

Address	635 DAVIS DRIVE SUITE 300 MORRISVILLE, NC, 27560
Telephone	919-765-8400
CIK	0000876378
Symbol	TRXC
SIC Code	3841 - Surgical and Medical Instruments and Apparatus
Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
Fiscal Year	12/31

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

TransEnterix, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

89366M102
(CUSIP Number)

Aisling Capital
888 Seventh Avenue, 12th Floor
New York, NY 10106
(212) 651-6380

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 16, 2017
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Aisling Capital III, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 11,490,831
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 11,490,831
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,490,831	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.8% (1)	
14	TYPE OF REPORTING PERSON PN	

- (1) All calculations of the percentages herein are based on an aggregate of 199,241,522 shares of Common Stock issued and outstanding as of November 3, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities Exchange Commission (the "SEC") on November 9, 2017.

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Aisling Capital Partners III, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 11,490,831
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 11,490,831
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,490,831	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.8%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Aisling Capital Partners III LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 11,490,831
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 11,490,831
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,490,831	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.8%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Steve Elms	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 11,490,831
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 11,490,831
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,490,831	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.8%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Dennis Purcell	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		11,490,831
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		11,490,831
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	11,490,831	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	5.8%	
14	TYPE OF REPORTING PERSON	
	IN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Andrew Schiff	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 11,490,831
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 11,490,831
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,490,831	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.8%	
14	TYPE OF REPORTING PERSON IN	

Item 1. Security and Issuer.

This Amendment No. 5 to Schedule 13D (this “ Statement ”) amends and supplements the Schedule 13D as previously filed by the undersigned Reporting Persons (as defined below) on September 13, 2013, and amended by Amendment No. 1 to the Schedule 13D, filed by the Reporting Persons on December 10, 2013, Amendment No. 2 to the Schedule 13D, filed by the Reporting Persons on April 23, 2014, by Amendment No. 3 to the Schedule 13D, filed by the Reporting Persons on February 5, 2016 and Amendment No. 4 filed by the Reporting Persons on May 9, 2017, with respect to the Common Stock, \$0.001 par value (the “ Common Stock ”), of TransEnterix, Inc. (f/k/a SafeStitch Medical, Inc. and Cellular Technical Services Company, Inc.), a Delaware corporation (the “ Issuer ”). The principal executive office of the Issuer is located at 635 Davis Drive, Suite 300, Durham, North Carolina 27713.

Item 2. Identity and Background.

No material change.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and supplemented as follows:

On October 18, 2017, Aisling exercised the Series A Warrants at an exercise price of \$1.00 and received 2,000,000 shares of Common Stock. The source of the exercise price paid for the shares was capital contributions from the partners of Aisling. No borrowed funds were used by Aisling in connection with the exercise of the Series A Warrants.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented as follows:

Reporting Persons may acquire or dispose of additional securities or sell securities of the Issuer from time to time in the market or in private transactions. As described in Item 3 of this Schedule 13D, as amended, Aisling holds Series B Warrants to purchase an aggregate of 1,500,000 shares of Common Stock.

Item 5. Interest in Securities of the Issuer.

Items 5(a), (b) and (c) are amended and restated in their entirety as follows:

“(a) The aggregate percentage of shares of Common Stock reported as owned by each Reporting Person is based on an 199,241,522 shares of Common Stock issued and outstanding as of November 3, 2017, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities Exchange Commission (the “SEC”) on November 9, 2017. Based on calculations made in accordance with Rule 13d 3(d), the Reporting Persons beneficially own in the aggregate 11,490,831 shares of Common Stock, representing 5.8% of the total issued and outstanding shares of Common Stock.

Aisling Capital III, LP	
Aisling Capital Partners III, LP	
Aisling Capital Partners III LLC	Common Stock
Amount beneficially owned:	11,490,831
Percent of class:	
(i) Sole voting power	5.8%
(ii) Shared voting power	0
(iii) Sole dispositive power	5.8%
(iv) Shared dispositive power	0

Steve Elms	
Dennis Purcell	
Andrew Schiff	Common Stock
Amount beneficially owned:	11,490,831
Percent of class:	
(i) Sole voting power	0
(ii) Shared voting power	5.8%
(iii) Sole dispositive power	0
(iv) Shared dispositive power	5.8%

(b)

(i) Each of Aisling, Aisling Partners and Aisling Partners GP may be deemed to have sole power to direct the voting and disposition of the 11,490,831 shares of Common Stock that may be deemed to be beneficially owned by the Reporting Persons.

Aisling Capital III, LP	
Aisling Capital Partners III, LP	
Aisling Capital Partners III LLC	Common Stock
Amount beneficially owned:	11,490,831
Percent of class:	
(i) Sole voting power	5.8%
(ii) Shared voting power	0
(iii) Sole dispositive power	5.8%
(iv) Shared dispositive power	0

(ii) By virtue of the relationships between and among the Reporting Persons described in Item 2 of this Schedule 13D, each of the Messrs. Elms, Purcell and Schiff may be deemed to share the power to direct the voting and disposition of the 11,490,831 shares of Common Stock beneficially owned by the Reporting Persons.

Steve Elms	
Dennis Purcell	
Andrew Schiff	Common Stock
Amount beneficially owned:	11,490,831
Percent of class:	
(i) Sole voting power	0
(ii) Shared voting power	5.8%
(iii) Sole dispositive power	0
(iv) Shared dispositive power	5.8%

(c) Recent Transactions.

As described in Item 3, on October 18, 2017, Aisling exercised the Series A Warrants at an exercise price of \$1.00 and received 2,000,000 shares of Common Stock. The following table describes all other the transactions in shares of Common Stock beneficially owned by the Reporting Persons acquired or sold during the past sixty days:

<u>Trade Date</u>	<u>Shares Purchased/(Sold)</u>	<u>Price Per Share</u>	<u>Total Price</u>
11/14/2017	(1,000,000)	\$2.83	\$2,830,400.00
11/15/2017	(650,546)	\$2.55	\$1,661,429.43
11/16/2017	(451,342)	\$2.56	\$1,154,487.70
11/17/2017	(211,162)	\$2.59	\$531,938.19
11/20/2017	(31,938)	\$2.50	\$79,998.30

The transactions described in the table above were effected in the open market through brokers.

Item 6. Contract, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No Material Change.

Item 7. Material to Be Filed as Exhibits.

The following documents are filed as exhibits hereto:

- Exhibit 1: [Statement Appointing Designated Filer dated as of September 13, 2013, as required by Rule 13d-1\(k\)\(1\) under the Securities Exchange Act of 1934, as amended \(incorporated herein by reference to Exhibit I to Schedule 13D filed by the Reporting Persons on September 13, 2013\).](#)
- Exhibit 2: [Underwriting Agreement dated as of April 28, 2017, by and between the Issuer and Stifel, Nicolaus & Company, Incorporated \(incorporated by reference to Exhibit 1.1 to the Issuer 's Current Report on Form 8-K filed with the SEC on April 28, 2017\).](#)
- Exhibit 3: [Form of Series A Warrant \(incorporated by reference to Exhibit 4.1 to the Issuer 's Current Report on Form 8-K filed with the SEC on April 28, 2017\).](#)
- Exhibit 4: [Form of Series B Warrant \(incorporated by reference to Exhibit 4.2 to the Issuer 's Current Report on Form 8-K filed with the SEC on April 28, 2017\).](#)
-

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.

Date: November 20, 2017

 AISLING CAPITAL III, LP

By: Aisling Capital Partners III, LP
General Partner

By: Aisling Capital Partners III LLC
General Partner

By: /s/ Dennis Purcell
Name: Dennis Purcell
Title: Managing Member

 AISLING CAPITAL PARTNERS III, LP

By: Aisling Capital Partners III LLC
General Partner

By: /s/ Dennis Purcell
Name: Dennis Purcell
Title: Managing Member

 AISLING CAPITAL PARTNERS III LLC

By: /s/ Dennis Purcell
Name: Dennis Purcell
Title: Managing Member

By: /s/ Steve Elms
Steve Elms

By: /s/ Dennis Purcell
Dennis Purcell

By: /s/ Andrew Schiff
Andrew Schiff
