

FLEXION THERAPEUTICS INC

Reported by
WENTWORTH KERRY

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 12/29/17 for the Period Ending 12/21/17

Address	10 MALL ROAD SUITE 301 BURLINGTON, MA, 01803
Telephone	(781) 305-7777
CIK	0001419600
Symbol	FLXN
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		
Wentworth Kerry			12/21/2017		Flexion Therapeutics Inc [FLXN]		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
C/O FLEXION THERAPEUTICS, INC., 10 MALL ROAD, SUITE 301			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Regulatory Officer /				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
BURLINGTON, MA 01803					<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	5077	D	
Common Stock	6000	I	By spouse

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			
Employee Stock Option (right to buy)	(1)	11/2/2024	Common Stock	24000	\$19.61	D	
Employee Stock Option (right to buy)	(2)	1/20/2025	Common Stock	10000	\$22.91	D	
Employee Stock Option (right to buy)	(3)	11/3/2025	Common Stock	10000	\$18.16	D	
Employee Stock Option (right to buy)	(4)	1/3/2026	Common Stock	20000	\$18.20	D	
Employee Stock Option (right to buy)	(5)	12/19/2026	Common Stock	35000	\$18.56	D	
Restricted Stock Unit Award	(6)	10/6/2019	Common Stock	6800	(7)	D	

Explanation of Responses:

- (1) 1/4 of the shares subject to the option vest one year after November 3, 2014, with 1/48th of the shares vesting monthly thereafter over the next 3 years.
- (2) 1/4 of the shares subject to the option vest one year after January 21, 2015, with 1/48th of the shares vesting monthly thereafter over the next 3 years.
- (3) 1/4 of the shares subject to the option vest one year after November 4, 2015, with 1/48th of the shares vesting monthly thereafter over the next 3 years.

- (4) 1/4 of the shares subject to the option vest one year after January 4, 2016, with 1/48th of the shares vesting monthly thereafter over the next 3 years.
- (5) 1/4 of the shares subject to the option vest one year after December 20, 2016, with 1/48th of the shares vesting monthly thereafter over the next 3 years.
- (6) 3,400 shares subject to the restricted stock unit award vest as of October 6, 2018 and the remaining 3,400 shares vest as of October 6, 2019.
- (7) Each restricted stock unit award represents a contingent right to receive one share of the Issuer's common stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wentworth Kerry C/O FLEXION THERAPEUTICS, INC. 10 MALL ROAD, SUITE 301 BURLINGTON, MA 01803			Chief Regulatory Officer	

Signatures

/s/ Mark S. Levine, Attorney-in-Fact

12/29/2017

**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

Know all by these presents, that the undersigned hereby constitutes and appoints each of Michael D. Clayman and Mark S. Levine of Flexion Therapeutics, Inc. (the "Company"), signing individually, the undersigned's true and lawful attorney-in-fact and agent to:

- (1) execute for and on behalf of the undersigned, an officer, director or holder of 10% of more of a registered class of securities of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, 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, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) 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, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (c) until such attorney-in-fact shall no longer be employed by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of December, 2017.

/s/ Kerry Wentworth
KERRY WENTWORTH