

**CEMPRA, INC.**  
Filed by  
**QUAKER BIOVENTURES II LP**

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

Filed 02/14/17

Address	6320 QUADRANGLE DRIVE SUITE 360 CHAPEL HILL, NC 27517-8149
Telephone	919-576-2306
CIK	0001461993
Symbol	CEMP
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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

SCHEDULE 13G/A  
(Rule 13d-102)

Information To Be Included In Statements Filed Pursuant  
To § 240.13d-1(b), (c), and (d) and Amendments Thereto Filed  
Pursuant To § 240.13d-2

Under the Securities Exchange Act of 1934

(Amendment No. 2) \*

Cempra, Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value per share  
(Title of Class of Securities)

15130J109  
(CUSIP Number)

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

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)

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\* 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).

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<b>1</b>	NAMES OF REPORTING PERSONS Quaker BioVentures II, L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER 0
	<b>6</b>	SHARED VOTING POWER* 2,565,601
	<b>7</b>	SOLE DISPOSITIVE POWER 0
	<b>8</b>	SHARED DISPOSITIVE POWER 2,565,601
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,565,601	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9** 4.9%	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

\* Includes 38,447 shares issuable upon exercise of a warrant to purchase the Issuer's common stock.

\*\* Based on 52,381,530 shares of the Issuer's common stock issued and outstanding as of September 30, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities Exchange Commission (the "SEC") on October 27, 2016.

<b>1</b>	NAMES OF REPORTING PERSONS Quaker BioVentures Capital II, L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER 0
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<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,565,601	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9** 4.9%	
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\* Includes 38,447 shares issuable upon exercise of a warrant to purchase the Issuer's common stock.

\*\* Based on 52,381,530 shares of the Issuer's common stock issued and outstanding as of September 30, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities Exchange Commission (the "SEC") on October 27, 2016.

<b>1</b>	NAMES OF REPORTING PERSONS Quaker BioVentures Capital II, LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER 0
	<b>6</b>	SHARED VOTING POWER* 2,565,601
	<b>7</b>	SOLE DISPOSITIVE POWER 0
	<b>8</b>	SHARED DISPOSITIVE POWER 2,565,601
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,565,601	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9** 4.9%	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

\* Includes 38,447 shares issuable upon exercise of a warrant to purchase the Issuer's common stock.

\*\* Based on 52,381,530 shares of the Issuer's common stock issued and outstanding as of September 30, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities Exchange Commission (the "SEC") on October 27, 2016.

- Item 1(a) Name of Issuer:**  
Cempra, Inc.
- Item 1(b) Address of Issuer's Principal Executive Offices:**  
6340 Quadrangle Drive, Suite 100  
Chapel Hill, NC 27517-8149
- Item 2(a) Name of Person Filing:**  
Quaker BioVentures II, L.P.  
Quaker BioVentures Capital II, L.P.  
Quaker BioVentures Capital II, LLC
- Item 2(b) Address of Principal Business Office or, if none, Residence:**  
The address of the principal business office of each of the Reporting Persons is 2929 Arch Street, Cira Centre, Philadelphia, PA 19104-2868.
- Item 2(c) Citizenship:**  
Quaker BioVentures II, L.P. – Delaware  
Quaker BioVentures Capital II, L.P. – Delaware  
Quaker BioVentures Capital II, LLC – Delaware
- Item 2(d) Title of Class of Securities:**  
Common Stock, \$0.01 par value per share
- Item 2(e) CUSIP Number:**  
15130J109
- Item 3** Not applicable.
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**Item 4****Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
- Quaker BioVentures II, L.P. – 2,565,601
  - Quaker BioVentures Capital II, L.P. – 2,565,601
  - Quaker BioVentures Capital II, LLC – 2,565,601
- (b) Percent of class:
- Quaker BioVentures II, L.P. – 4.9%
  - Quaker BioVentures Capital II, L.P. – 4.9%
  - Quaker BioVentures Capital II, LLC – 4.9%
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote
- Quaker BioVentures II, L.P. – 0
  - Quaker BioVentures Capital II, L.P. – 0
  - Quaker BioVentures Capital II, LLC – 0
- (ii) Shared power to vote or to direct the vote
- Quaker BioVentures II, L.P. – 2,565,601
  - Quaker BioVentures Capital II, L.P. – 2,565,601
  - Quaker BioVentures Capital II, LLC – 2,565,601
- (iii) Sole power to dispose or to direct the disposition of
- Quaker BioVentures II, L.P. – 0
  - Quaker BioVentures Capital II, L.P. – 0
  - Quaker BioVentures Capital II, LLC – 0
- (iv) Shared power to dispose or to direct the disposition of
- Quaker BioVentures II, L.P. – 2,565,601
  - Quaker BioVentures Capital II, L.P. – 2,565,601
  - Quaker BioVentures Capital II, LLC – 2,565,601

All beneficial ownership amounts disclosed above include 38,447 shares issuable upon exercise of a warrant to purchase the Issuer's common stock. Quaker BioVentures Capital II, L.P. is the general partner of Quaker BioVentures II, L.P., and Quaker BioVentures Capital II, LLC is the general partner of Quaker Capital L.P.

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**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 5 percent of the class of securities, check the following  .

**Item 6 Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**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.**

Each of the Reporting Persons may be deemed to be a member of a group with respect to the issuer or securities of the issuer for the purpose of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended.

**Item 9 Notice of Dissolution of Group.**

Not applicable.

**Item 10 Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**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: February 14, 2017

QUAKER BIOVENTURES II, L.P.

By: Quaker BioVentures Capital II, L.P., its general partner

By: Quaker BioVentures Capital II, LLC, its general partner

/s/ Richard S. Kollender

Name: Richard S. Kollender

Title: Executive Manager

QUAKER BIOVENTURES CAPITAL II, L.P.

By: Quaker BioVentures Capital II, LLC, its general partner

/s/ Richard S. Kollender

Name: Richard S. Kollender

Title: Executive Manager

QUAKER BIOVENTURES CAPITAL II, LLC

/s/ Richard S. Kollender

Name: Richard S. Kollender

Title: Executive Manager

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**JOINT FILING AGREEMENT**

Joint Filing Agreement, dated as of February 14, 2017, is by and among Quaker BioVentures II, L.P., Quaker BioVentures Capital II, L.P., and Quaker BioVentures Capital II, LLC (the "Quaker Filers").

Each of the Quaker Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13G with respect to shares of Common Stock, par value \$0.01 per share, of Cempra, Inc. beneficially owned by it from time to time. Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, each of the Quaker Filers hereby agree to be responsible for the timely filing of the Schedule 13G and any amendments thereto on behalf of the Quaker Filers, and for the completeness and accuracy of the information concerning itself contained therein. Each of the Quaker Filers hereby further agree to file this Joint Filing Agreement as an exhibit to the statement and each such amendment, as required by such rule.

This Joint Filing Agreement may be terminated by any of the Quaker Filers upon one week's prior written notice or such lesser period of notice as the Quaker Filers may mutually agree.

Executed and delivered as of the date first above written.

Date: February 14, 2017

QUAKER BIOVENTURES II, L.P.

By: Quaker BioVentures Capital II, L.P., its general partner

By: Quaker BioVentures Capital II, LLC, its general partner

/s/ Richard S. Kollender

Name: Richard S. Kollender

Title: Executive Manager

QUAKER BIOVENTURES CAPITAL II, L.P.

By: Quaker BioVentures Capital II, LLC, its general partner

/s/ Richard S. Kollender

Name: Richard S. Kollender

Title: Executive Manager

QUAKER BIOVENTURES CAPITAL II, LLC

/s/ Richard S. Kollender

Name: Richard S. Kollender

Title: Executive Manager

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