

CEMPRA, INC.
Reported by
GOLDSTEIN DOV A MD

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/09/17 for the Period Ending 03/07/17

Address 6320 QUADRANGLE DRIVE
SUITE 360
CHAPEL HILL, NC 27517-8149
Telephone 919-576-2306
CIK 0001461993
Symbol CEMP
Fiscal Year 12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] Check this box if no longer subject to Section 16. Form 4 or 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 * GOLDSTEIN DOV A MD (Last) (First) (Middle) 888 7TH AVENUE, 12TH FLOOR (Street) NEW YORK, NY 10106 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CEMPRA, INC. [CEMP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/7/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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			
Common Stock	3/7/2017		S		50100	D	\$3.5264 (1)	99900	I	By Aisling Capital II, LP (3)
Common Stock	3/8/2017		S		99900	D	\$3.5680 (2)	0	I	By Aisling Capital II, LP (3)
Common Stock								95	D	

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	Amount or Number of Shares				

Explanation of Responses:

- (The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.500 to \$3.575, 1) inclusive. The reporting person undertakes to provide to Cemptra, Inc., any security holder of Cemptra, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- (The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.500 to \$3.575, 2) inclusive. The reporting person undertakes to provide to Cemptra, Inc., any security holder of Cemptra, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
- (The reportable securities are owned directly by Aisling Capital II, LP ("Aisling"), and held indirectly by Aisling GP, as general partner of Aisling, and Aisling 3) Capital Partners, LLC, as general partner of Aisling GP. Dr. Goldstein is a member of the investment committee of Aisling. Dr. Goldstein disclaims beneficial ownership of these securities and this report is not an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSTEIN DOV A MD 888 7TH AVENUE 12TH FLOOR NEW YORK, NY 10106	X			

Signatures

/s/ Dov Goldstein

3/9/2017

—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.

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.