

**CEMPRA, INC.**  
Reported by  
**OLDACH DAVID W.**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/27/17 for the Period Ending 02/23/17

|             |  |
|-------------|--|
| Address     | 6320 QUADRANGLE DRIVE<br>SUITE 360<br>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  |

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
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[ ] 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 * |  |  | 2. Issuer Name and Ticker or Trading Symbol       |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |  |  |
| <b>Oldach David W.</b>                    |  |  | <b>CEMPRA, INC. [ CEMP ]</b>                      |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief Medical Officer</b> |  |  |
| (Last) (First) (Middle)                   |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |  |  |
| <b>6320 QUADRANGLE DRIVE, SUITE 360</b>   |  |  | <b>2/23/2017</b>                                  |  |  |  |  |  |
| (Street)                                  |  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |  |
| <b>CHAPEL HILL, NC 27517</b>              |  |  |   |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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 |   |  |   |
| Common Stock                    |                |                                   |                           |   |   |            |       | 1100  | 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 |  |  |  |  |
| Employee Stock Option (Right to Buy)     | \$3.15   | 2/23/2017      |                                   | A                         |   | 25000  |     | (1)                                     | 2/22/2027       | Common Stock  | 25000                      | \$0.00                                     | 25000  | D  |  |
| Restricted Stock Units                   | (2)  | 2/23/2017      |                                   | A                         |   | 25000  |     | (3)                                     | (3)             | Common Stock  | 25000                      | \$0.00                                     | 25000  | D  |  |
| Employee Stock Option (Right to Buy)     | \$23.51  |                |                                   |                           |   |  |     | (4)                                     | 12/31/2024 (4)  | Common Stock  | 23000                      |  | 23000  | D  |  |
| Employee Stock Option (Right to Buy)     | \$13.10  |                |                                   |                           |   |  |     | (5)                                     | 1/7/2024        | Common Stock  | 7500                       |  | 7500   | D  |  |
| Employee Stock Option (Right to Buy)     | \$6.64   |                |                                   |                           |   |  |     | (6)                                     | 3/6/2023        | Common Stock  | 10000                      |  | 10000  | D  |  |
| Employee Stock Option (Right to Buy)     | \$6.63   |                |                                   |                           |   |  |     | (7)                                     | 1/17/2023       | Common Stock  | 14087                      |  | 14087  | D  |  |
| Employee Stock Option (Right to Buy)     | \$7.47   |                |                                   |                           |   |  |     | (8)                                     | 3/20/2022       | Common Stock  | 20000                      |  | 20000  | D  |  |
| Employee Stock Option (Right to Buy)     | \$2.28   |                |                                   |                           |   |  |     | (9)                                     | 2/28/2021       | Common Stock  | 8222                       |  | 18125  | D  |  |
| Employee Stock Option (Right to Buy)     | \$2.28   |                |                                   |                           |   |  |     | (9)                                     | 2/28/2021       | Common Stock  | 1778                       |  | 16347  | D  |  |
| Employee Stock Option (Right to Buy)     | \$31.13  |                |                                   |                           |   |  |     | (10)                                    | 12/31/2025      | Common Stock  | 45893                      |  | 45893  | D  |  |
| Employee Stock Option (Right to Buy)     | \$3.00   |                |                                   |                           |   |  |     | (11)                                    | 1/2/2027        | Common Stock  | 125000                     |  | 125000   | D  |  |
| Restricted Stock Units                   | (2)  |                |                                   |                           |   |  |     | (3)                                     | (3)             | Common Stock  | 50000                      |  | 50000  | D  |  |

Explanation of Responses:

- (1) The option vests according to the following schedule: 1/48th of the shares vest at the end of each month over 48 months, beginning after 02/23/2017.
- (2) Each restricted stock unit represents a contingent right to receive one share of Cempira, Inc. common stock.
- (3) The restricted stock units vest in full on January 1, 2019, subject to continued employment, or upon termination without cause.
- (4) The option vests according to the following schedule: 1/48th of the shares vest at the end of each month over 48 months, beginning after 01/01/2015.
- (5) The option vests according to the following schedule: 1/48th of the shares vest at the end of each month over 48 months, beginning after 01/01/2014.
- (6) The option vested according to the following schedule: 1/4th of the shares vest at the end of each quarter, beginning after 01/01/2013.
- (7) The option vested according to the following schedule: 1/4th of the shares vest at the end of each quarter, beginning after 01/01/2013.
- (8) The option vested on the one-year anniversary of the 03/21/2012 grant date.
- (9) The option vests according to the following schedule: 1/4th of the shares vest on the one-year anniversary of the 03/01/2011 grant date; 1/36th of the remaining shares vest at the end of each month over the next 36 months.
- (10) The option vests according to the following schedule: 1/48th of the shares vest at the end of each month over 48 months, beginning after January 1, 2016.
- (11) The option vests according to the following schedule: 1/48th of the shares shall vest at the end of each month over 48 months, beginning after 01/01/2017.

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| <b>Oldach David W.<br/>6320 QUADRANGLE DRIVE<br/>SUITE 360<br/>CHAPEL HILL, NC 27517</b> |               |           | <b>Chief Medical Officer</b> |       |

**Signatures**

/s/ Alexander M. Donaldson, by Power of Attorney

2/27/2017

\*\*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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