

CEMPRA, INC.

Reported by
BLUTH JOHN D

FORM 4

(Statement of Changes in Beneficial Ownership)

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

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

FORM 4

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

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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 (Check all applicable)	
Bluth John D		CEMPRA, INC. [CEMP]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP of IR and Corp Comm	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
6320 QUADRANGLE DRIVE, SUITE 360		2/23/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
CHAPEL HILL, NC 27517				<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 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			

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)	\$24.14							(4)	8/5/2026	Common Stock	40000		40000	D	
Employee Stock Option (Right to Buy)	\$3.00							(5)	1/2/2027	Common Stock	75000		75000	D	
Restricted Stock Units	(2)							(3)	(3)	Common Stock	25000		25000	D	

Explanation of Responses:

- (1) 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 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: 1/4th of the shares vest on 08/01/2017; and 1/36th of the remaining shares vest at the end of each month over the next 36 months.
- (5) 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
Bluth John D				

6320 QUADRANGLE DRIVE SUITE 360 CHAPEL HILL, NC 27517			EVP of IR and Corp Comm	
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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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