

Sientra, Inc.
Form 3
October 28, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Williams Patrick F.
(Last) (First) (Middle)

420 SOUTH
FAIRVIEW, SUITE 200

(Street)

GOLETA, CA 93117

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
10/26/2016

3. Issuer Name and Ticker or Trading Symbol
Sientra, Inc. [SIEN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)
Chief Financial Officer, SVP

5. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

Non-statutory Inducement
 Stock Option (Right to Buy) (1) 10/26/2026 Common Stock 300,000 \$ 7.93 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Patrick F. 420 SOUTH FAIRVIEW SUITE 200 GOLETA, CA 93117	<u> </u>	<u> </u>	<u> </u> Chief Financial Officer, SVP	<u> </u>

Signatures

Patrick F. Williams 10/28/2016

 Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

Non-statutory stock option vests, as to 200,000 shares subject to the option, over the course of four years with 25% of the shares subject to the option vesting on the one-year anniversary of October 26, 2016, the grant date and 75% of the shares subject to the option vesting (1) in 36 equal monthly installments thereafter, and as to 100,000 shares subject to the option, in accordance with performance criteria established by the Issuer's Compensation Committee. Vesting is subject to reporting person's continued service relationship with the Issuer on each vesting date.

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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