

Starling William N JR  
Form 4  
September 27, 2018

**FORM 4**

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

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Starling William N JR

2. Issuer Name **and** Ticker or Trading  
Symbol  
TRANSENTERIX INC. [TRXC]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
345 GOLDEN HILLS DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/25/2018

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

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

PORTOLA VALLEY, CA 94028

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 <sup>(1)</sup>	09/25/2018		S		1,700,000	D	\$ 6.4 <sup>(2)</sup>	3,618,969 <sup>(1)</sup>	I	See Footnote <sup>(1)</sup>
Common Stock <sup>(1)</sup>	09/26/2018		S		775,000	D	\$ 6.26 <sup>(3)</sup>	2,843,969 <sup>(1)</sup>	I	See Footnote <sup>(1)</sup>
Common Stock <sup>(1)</sup>	09/27/2018		S		1,139,649	D	\$ 6.13 <sup>(4)</sup>	1,704,320 <sup>(1)</sup>	I	See Footnote <sup>(1)</sup>
Common Stock								235,738 <sup>(5)</sup>	I	See Footnote <sup>(5)</sup>

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Common Stock	213,415 <sup>(6)</sup>	I	By Trust <sup>(6)</sup>
Common Stock	66,987	D	

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Starling William N JR 345 GOLDEN HILLS DRIVE PORTOLA VALLEY, CA 94028	X

## Signatures

/s/ Joshua Weingard, as Attorney-in-Fact for William N.  
Starling, Jr.

09/27/2018

                    Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Synergy Life Science Partners, L.P., the holder of these shares, sold an aggregate of 1,700,000 shares of TransEnterix stock on September 25, 2018, an aggregate of 775,000 shares on September 26, 2018, and an aggregate of 1,139,649 shares on September 27, 2018. The reporting person is a control person of the General Partner of Synergy Life Science Partners, L.P. The reporting person disclaims any

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beneficial ownership of the shares of TransEnterix stock owned by Synergy Life Science Partners, L.P. and has no pecuniary interest in such shares.

- (2) The sale price reported in Column 4 is a weighted average price. These shares were sold by Synergy Life Science Partners, L.P. in multiple transactions at prices ranging from \$6.25 to \$6.90 inclusive. The reporting person undertakes to provide to TransEnterix, Inc., any security holder of TransEnterix, 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 this footnote to this Form 4.

- (3) The sale price reported in Column 4 is a weighted average price. These shares were sold by Synergy Life Science Partners, L.P. in multiple transactions at prices ranging from \$6.20 to \$6.475 inclusive. The reporting person undertakes to provide to TransEnterix, Inc., any security holder of TransEnterix, 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 this footnote to this Form 4.

- (4) The sale price reported in Column 4 is a weighted average price. These shares were sold by Synergy Life Science Partners, L.P. in multiple transactions at prices ranging from \$6.05 to \$6.205 inclusive. The reporting person undertakes to provide to TransEnterix, Inc., any security holder of TransEnterix, 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 this footnote to this Form 4.

- (5) Shares of common stock held by Synecor, LLC. The reporting person is the chief executive officer of Synecor, LLC.

- (6) Shares of Common Stock held by W. Starling and D. Starling, Trustees of the Starling Family Trust, UDT August 15, 1990.

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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