

CONCERT PHARMACEUTICALS, INC.

Form 4

February 21, 2014

FORM 4

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

OMB APPROVAL

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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, 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 *
New Leaf Ventures I, L.P.

2. Issuer Name and Ticker or Trading Symbol
CONCERT PHARMACEUTICALS, INC. [CNCE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2014

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O NEW LEAF VENTURES, TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502

(Street)

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

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

NEW YORK, NY 10036

(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 Ownership (Instr. 4)
Common Stock	02/19/2014		C	(A) Amount 78,315 (1) Price (1)	93,606	D (2)	
Common Stock	02/19/2014		C	(A) Amount 13,721 (1) Price (1)	107,327	D (2)	

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. Amount or Number of Shares
Series B Preferred Stock	\$ 0	02/19/2014		C	442,478	(1) (1)	Common Stock	78,315
Series C Preferred Stock	\$ 0	02/19/2014		C	77,522	(1) (1)	Common Stock	13,721

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
New Leaf Ventures I, L.P. C/O NEW LEAF VENTURES TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502 NEW YORK, NY 10036		X		
New Leaf Venture Management I, L.P. C/O NEW LEAF VENTURES TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502 NEW YORK, NY 10036		X		
New Leaf Venture Management I, L.L.C. C/O NEW LEAF VENTURES TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502 NEW YORK, NY 10036		X		
Chambon Philippe O. C/O NEW LEAF VENTURES TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502 NEW YORK, NY 10036		X		
NIEDEL JAMES C/O NEW LEAF VENTURES TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502 NEW YORK, NY 10036		X		
HUNT RONALD C/O NEW LEAF VENTURES		X		

TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502
NEW YORK, NY 10036

Lathi Vijay K
C/O NEW LEAF VENTURES
1200 PARK PLACE, SUITE 300
SAN MATEO, CA 94043 X

Delagardelle Jeani
C/O NEW LEAF VENTURES
1200 PARK PLACE, SUITE 300
SAN MATEO, CA 94043 X

Ratcliffe Liam
C/O NEW LEAF VENTURES
TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502
NEW YORK, NY 10036 X

Signatures

/s/ Craig L. Slutzkin, Chief Financial Officer of New Leaf Venture Management I, L.L.C., the sole general partner of New Leaf Venture Management I, L.P., the sole general partner of New Leaf Ventures I, L.P. 02/21/2014

__Signature of Reporting Person Date

/s/ Craig L. Slutzkin, Chief Financial Officer of New Leaf Venture Management I, L.L.C., the sole general partner of New Leaf Venture Management I, L.P. 02/21/2014

__Signature of Reporting Person Date

/s/ Craig L. Slutzkin, Chief Financial Officer of New Leaf Venture Management I, L.L.C. 02/21/2014

__Signature of Reporting Person Date

/s/ Craig L. Slutzkin, as Attorney-in-Fact for Philippe O. Chambon 02/21/2014

__Signature of Reporting Person Date

/s/ Craig L. Slutzkin, as Attorney-in-Fact for James Niedel 02/21/2014

__Signature of Reporting Person Date

/s/ Craig L. Slutzkin, as Attorney-in-Fact for Ronald Hunt 02/21/2014

__Signature of Reporting Person Date

/s/ Craig L. Slutzkin, as Attorney-in-Fact for Vijay Lathi 02/21/2014

__Signature of Reporting Person Date

/s/ Craig L. Slutzkin, as Attorney-in-Fact for Jeani Delagardelle 02/21/2014

__Signature of Reporting Person Date

/s/ Craig L. Slutzkin, as Attorney-in-Fact for Liam Ratcliffe 02/21/2014

__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) The shares automatically converted into Common Stock on a 1-for-5.65 basis upon the closing of the Issuer's initial public offering without payment of further consideration and had no expiration date.

Represents shares directly beneficially owned by New Leaf Ventures I, L.P. ("NLV I"). New Leaf Venture Management I, L.P. ("NLV Venture Management I") is the general partner of NLV I and New Leaf Venture Management I, L.L.C. ("NLV Management I") is the general partner of NLV Venture Management I. Philippe O. Chambon, Jeani Delagardelle, Ronald Hunt, Vijay Lathi, James Nidel and

- (2) Liam Ratcliffe are the individual managers of NLV Management I (the "Individual Managers"). NLV Venture Management I and NLV Management I disclaim beneficial ownership of such shares, except to the extent of their pecuniary interest therein. As one of six individual managers, each of the Individual Managers disclaims beneficial ownership over the shares reported herein, and in all events disclaims pecuniary interest except to the extent of his economic interest.

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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