

LOUMEAU ERIC J  
Form 4  
January 23, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
LOUMEAU ERIC J

(Last) (First) (Middle)  
C/O OTONOMY, INC., 4796  
EXECUTIVE DRIVE  
(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
OTONOMY, INC. [OTIC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/19/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
GC & Chief Compliance Officer

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

**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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D)		Date Exercisable	Expiration Date	Title	Am Nu Sha
				(A)	(D)				
Employee Stock Option (right to buy)	\$ 31.59	01/19/2018	D		100,000	<u>(1)</u>	05/14/2025	Common Stock	10
Employee Stock Option (right to buy)	\$ 14.44	01/19/2018	D		70,000	<u>(3)</u>	02/28/2026	Common Stock	70
Employee Stock Option (right to buy)	\$ 14	01/19/2018	D		50,000	<u>(5)</u>	03/05/2027	Common Stock	50
Employee Stock Option (right to buy)	\$ 5.675	01/19/2018	A	66,666		<u>(7)</u>	01/18/2026	Common Stock	66
Employee Stock Option (right to buy)	\$ 5.675	01/19/2018	A	46,666		<u>(8)</u>	01/18/2026	Common Stock	46
Employee Stock Option (right to buy)	\$ 5.675	01/19/2018	A	33,333		<u>(9)</u>	01/18/2026	Common Stock	33

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOUMEAU ERIC J C/O OTONOMY, INC. 4796 EXECUTIVE DRIVE SAN DIEGO, CA 92121			GC & Chief Compliance Officer	

## Signatures

/s/ Paul E. Cayer, by power of  
attorney

01/23/2018

\_\_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) One-fourth (1/4) of the total number of shares initially subject to the option vest on May 15, 2016, and one forty-eighth (1/48) of the shares vest monthly thereafter.  
On January 19, 2018, in connection with the Issuer's option exchange program, the Issuer cancelled an option for 100,000 shares of common stock granted to the Reporting Person on May 15, 2015. In exchange, the Reporting Person received an option grant for 66,666 shares of common stock with exercise price of \$5.675 per share.
- (3) One-fourth (1/4) of the shares subject to the option vest on March 1, 2017 and one forty-eighth (1/48) of the shares vest monthly thereafter.  
On January 19, 2018, in connection with the Issuer's option exchange program, the Issuer cancelled an option for 70,000 shares of common stock granted to the Reporting Person on March 1, 2016. In exchange, the Reporting Person received an option grant for 46,666 shares of common stock with exercise price of \$5.675 per share.
- (5) One-fourth (1/4) of the shares subject to the option vest on March 6, 2018 and one forty-eighth (1/48) of the shares vest monthly thereafter.  
On January 19, 2018, in connection with the Issuer's option exchange program, the Issuer cancelled an option for 50,000 shares of common stock granted to the Reporting Person on March 6, 2017. In exchange, the Reporting Person received an option grant for 33,333 shares of common stock with exercise price of \$5.675 per share.
- (7) Of the 66,666 total shares subject to the option, 52,777 shares vest on January 19, 2019. Of the remaining 13,889 shares subject to the option, one-third (1/3) of these shares vest on January 19, 2019, and one thirty-sixth (1/36) of these shares vest monthly thereafter.
- (8) Of the 46,666 total shares subject to the option, 27,222 shares vest on January 19, 2019. Of the remaining 19,444 shares subject to the option, one-third (1/3) of these shares vest on January 19, 2019, and one thirty-sixth (1/36) of these shares vest monthly thereafter.
- (9) Of the 33,333 total shares subject to the option, 11,111 shares vest on January 19, 2019. Of the remaining 22,222 shares subject to the option, one-third (1/3) of these shares vest on January 19, 2019, and one thirty-sixth (1/36) of these shares vest monthly thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.