

Otonomy, Inc.  
 Form 4  
 September 08, 2016

**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 \*  
 LeBel Carl

(Last) (First) (Middle)

C/O OTONOMY, INC., 6275  
 NANCY RIDGE DRIVE, SUITE  
 100

(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)  
 09/06/2016

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)  
 Chief Scientific 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	12/01/2015		A			263	A	\$ 13.6	9,183 <sup>(1)</sup>	D	
Common Stock	06/01/2016		A			275	A	\$ 13.1325	9,458 <sup>(1)</sup>	D	
Common Stock	09/06/2016		M			12,133	A	\$ 6.33	21,591	D	
Common Stock	09/06/2016		M			3,813	A	\$ 6.33	25,404	D	
Common Stock	09/06/2016		M			5,304	A	\$ 3.17	30,708	D	

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Common Stock	09/06/2016	S <sup>(2)</sup>	12,133	D	\$ 17.95	18,575	D
Common Stock	09/06/2016	S <sup>(2)</sup>	3,813	D	\$ 17.95	14,762	D
Common Stock	09/06/2016	S <sup>(2)</sup>	5,304	D	\$ 17.95	9,458	D

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.33	09/06/2016		M	15,946	<sup>(3)</sup>	06/30/2024	Common Stock	15,946
Employee Stock Option (right to buy)	\$ 3.17	09/06/2016		M	5,304	<sup>(5)</sup>	11/19/2020	Common Stock	5,304

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LeBel Carl C/O OTONOMY, INC. 6275 NANCY RIDGE DRIVE, SUITE 100 SAN DIEGO, CA 92121			Chief Scientific Officer	

## Signatures

/s/ Eric J. Loumeau, by power of  
attorney

09/08/2016

\_\_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) Acquired pursuant to the Issuer's 2014 Employee Stock Purchase Plan.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (3) One-fourth of the shares subject to the option vested on April 23, 2015 and one forty-eighth of the shares vest monthly thereafter.
- (4) In addition to the remaining options to purchase 55,319 shares of common stock as set forth in Table II, the Reporting Person also holds options to purchase up to an aggregate of 239,392 shares of common stock, which options vest according to their terms.
- (5) One-fourth of the shares subject to the option vested on November 19, 2011 and one forty-eighth of the 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.