

Lichter Jay  
 Form 4  
 September 05, 2017

**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 \*  
 Lichter Jay

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O AVALON VENTURES, 1134  
 KLINE STREET

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/31/2017

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

(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  
 Form filed by More than One Reporting Person

LA JOLLA, CA 92037

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/31/2017		M <sup>(1)</sup>	141,060 A \$ 14.18	2,406,212	I	See Footnote (2)
Common Stock	08/31/2017		F <sup>(1)</sup>	108,851 D \$ 18.37	2,297,361	I	See Footnote (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)

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**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
Warrant to Purchase Common Stock (Right to Buy)	\$ 14.18	08/31/2017		M <sup>(1)</sup>	14,106	08/18/2014	11/04/2018	Common Stock	14,106
Warrant to Purchase Common Stock (Right to Buy)	\$ 14.18	08/31/2017		M <sup>(1)</sup>	14,106	08/18/2014	12/08/2018	Common Stock	14,106
Warrant to Purchase Common Stock (Right to Buy)	\$ 14.18	08/31/2017		M <sup>(1)</sup>	14,106	08/18/2014	01/14/2019	Common Stock	14,106
Warrant to Purchase Common Stock (Right to Buy)	\$ 14.18	08/31/2017		M <sup>(1)</sup>	14,106	08/18/2014	04/13/2019	Common Stock	14,106
Warrant to Purchase Common Stock (Right to Buy)	\$ 14.18	08/31/2017		M <sup>(1)</sup>	14,106	08/18/2014	07/01/2019	Common Stock	14,106

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Warrant to Purchase Common Stock (Right to Buy)	\$ 14.18	08/31/2017	M <sup>(1)</sup>	14,106	08/18/2014	10/08/2019	Common Stock	14,106
Warrant to Purchase Common Stock (Right to Buy)	\$ 14.18	08/31/2017	M <sup>(1)</sup>	14,106	08/18/2014	12/15/2019	Common Stock	14,106
Warrant to Purchase Common Stock (Right to Buy)	\$ 14.18	08/31/2017	M <sup>(1)</sup>	14,106	08/18/2014	01/22/2020	Common Stock	14,106
Warrant to Purchase Common Stock (Right to Buy)	\$ 14.18	08/31/2017	M <sup>(1)</sup>	14,106	08/18/2014	04/01/2020	Common Stock	14,106
Warrant to Purchase Common Stock (Right to Buy)	\$ 14.18	08/31/2017	M <sup>(1)</sup>	14,106	08/18/2014	05/28/2020	Common Stock	14,106

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lichter Jay C/O AVALON VENTURES 1134 KLINE STREET LA JOLLA, CA 92037	X			

## Signatures

/s/ Jay Lichter,  
Ph.D.

09/05/2017

\_\_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) On August 31, 2017, Avalon Ventures VIII, L.P. ("Avalon VIII LP") exercised certain warrants to purchase an aggregate of 141,060 shares of the Issuer's common stock at an exercise price of \$14.18 per share. Avalon VIII LP paid the exercise price of the warrants on a cashless basis, resulting in the Issuer's withholding of 108,851 of the shares of common stock to pay the exercise price and the issuance to Avalon VIII LP of 32,209 shares.

(2) The reported securities are held of record by Avalon VIII LP. The Reporting Person is a managing director of Avalon Ventures VIII GP, LLC, the general partner of Avalon VIII LP, and disclaims beneficial ownership of the securities held by Avalon VIII LP except to the extent of any pecuniary interest therein.

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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