

Seres Therapeutics, Inc.
 Form 4
 April 05, 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 *
Pomerantz Roger

(Last) (First) (Middle)

**C/O SERES THERAPEUTICS,
 INC., 215 FIRST STREET**

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Seres Therapeutics, Inc. [MCRB]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/01/2016

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)
President and CEO

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 or Price		
Common Stock	04/01/2016		M		\$ 0.48	D	
Common Stock	04/01/2016		S ⁽¹⁾		\$ 25.69	D	
Common Stock	04/01/2016		S ⁽¹⁾		\$ 26.67	D	
Common Stock	04/01/2016		S ⁽¹⁾		\$ 27.56	D	

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Common Stock	04/04/2016	M	44,825	A	\$ 0.48	67,552	D
Common Stock	04/04/2016	<u>S⁽¹⁾</u>	15,203	D	\$ 28.17 <u>(5)</u>	52,349	D
Common Stock	04/04/2016	<u>S⁽¹⁾</u>	22,418	D	\$ 29.18 <u>(6)</u>	29,931	D
Common Stock	04/04/2016	<u>S⁽¹⁾</u>	6,416	D	\$ 29.68 <u>(7)</u>	23,515	D
Common Stock	04/04/2016	<u>S⁽¹⁾</u>	788	D	\$ 30	22,727	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 0.48	04/01/2016		M	90,963	<u>(8)</u> 11/06/2023	Common Stock	90,963
Stock Option (right to buy)	\$ 0.48	04/04/2016		M	44,825	<u>(8)</u> 11/06/2023	Common Stock	44,825

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Pomerantz Roger
C/O SERES THERAPEUTICS, INC. X President and CEO
215 FIRST STREET
CAMBRIDGE, MA 02142

Signatures

/s/ Roger J.
Pomerantz 04/05/2016

**Signature of Date
Reporting Person

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 sale reported in the Form 4 was effected pursuant to a Rule 10b5 1 trading plan adopted by the Reporting Person on February 26, 2016.
The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$25.21 to \$26.20. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) \$27.25. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$26.25 to \$27.79. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) \$27.79. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$27.43 to \$28.51. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) \$28.51. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$27.52 to \$29.55. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) \$29.55. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$28.55 to \$29.865. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$29.555 to \$29.865. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) The option vested as to 25% of the shares subject to the option on September 9, 2014. The remainder of the shares have vested or will vest in 12 equal quarterly installments 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.