

CONCERT PHARMACEUTICALS, INC.
Form SC 13G/A
March 04, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Concert Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

206022105

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

..	Rule 13d-1(b)
..	Rule 13d-1(c)
x	Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index on Page 14

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NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Three Arch Partners IV, L.P. ("TAP IV")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH 5 SOLE VOTING POWER

REPORTING 0 shares.

PERSON

WITH

6 SHARED VOTING POWER

0 shares.

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON* PN

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NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Three Arch Associates IV, L.P. ("TAA IV")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH 5 SOLE VOTING POWER

REPORTING 0 shares.

PERSON

WITH

6 SHARED VOTING POWER

0 shares.

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON* PN

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NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Three Arch Management IV, L.L.C. ("TAM IV")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

WITH

5 SOLE VOTING POWER
0 shares.

6 SHARED VOTING POWER
0 shares.

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON* OO

CUSIP No: 206022105 Page 5 of 15

NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Three Arch Partners III, L.P. ("TAP III")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH ⁵ SOLE VOTING POWER

REPORTING ⁵ 0 shares.

PERSON

WITH

⁶ SHARED VOTING POWER

⁶ 0 shares.

⁷ SOLE DISPOSITIVE POWER

⁷ 0 shares.

⁸ SHARED DISPOSITIVE POWER

⁸ 0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON* PN

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NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Three Arch Associates III, L.P. ("TAA III")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH ⁵ SOLE VOTING POWER

REPORTING 0 shares.

PERSON

WITH

⁶ SHARED VOTING POWER

0 shares.

⁷ SOLE DISPOSITIVE POWER

0 shares.

⁸ SHARED DISPOSITIVE POWER

0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON* PN

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NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Three Arch Management III, L.L.C. ("TAM III")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH ⁵ SOLE VOTING POWER

REPORTING 0 shares.

PERSON

WITH

⁶ SHARED VOTING POWER
0 shares.

⁷ SOLE DISPOSITIVE POWER
0 shares.

⁸ SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON* OO

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NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Mark A. Wan ("Wan")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

USA

5 SOLE VOTING POWER

0 shares.

SHARED VOTING POWER

0 shares.

NUMBER OF
SHARES

BENEFICIALLY 6

OWNED BY EACH

REPORTING

PERSON

WITH

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON* IN

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NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Wilfred E. Jaeger ("Jaeger")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

USA

5 SOLE VOTING POWER

0 shares.

SHARED VOTING POWER

0 shares.

NUMBER OF
SHARES

BENEFICIALLY 6

OWNED BY EACH

REPORTING

PERSON

WITH

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0 %

12 TYPE OF REPORTING PERSON* IN

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This Amendment No. 1 amends the statement on Schedule 13G filed by Three Arch Partners IV, L.P. (“TAP IV”), Three Arch Associates IV, L.P. (“TAA IV”), Three Arch Partners III, L.P. (“TAP III”), Three Arch Associates III, L.P. (“TAA III”), Three Arch Management IV, L.L.C. (“TAM IV”), Three Arch Management III, L.L.C. (“TAM III”), Mark A. Wan (“Wan”) and Wilfred E. Jaeger (“Jaeger”). The foregoing entities and individuals are collectively referred to as the “Reporting Persons.”

ITEM
1(A). NAME OF ISSUER

Concert Pharmaceuticals, Inc.

ITEM
1(B). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

99 Hayden Avenue, Suite 500
Lexington, MA 02421

ITEM
2(A). NAME OF PERSONS FILING

Wan and Jaeger are the sole managing members of TAM IV, the sole general partner of TAP IV and TAA IV, and TAM III, the sole general partner of TAP III and TAA III. TAA IV invests alongside TAP IV in all investments made by TAP IV. TAA III invests alongside TAP III in all investments made by TAP III.

ITEM
2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Three Arch Partners
19 South B Street, Suite 14
San Mateo, CA 94401

ITEM
2(C). CITIZENSHIP

Wan and Jaeger are United States citizens. TAP IV, TAA IV, TAP III and TAA III are limited partnerships organized under the laws of the State of Delaware. TAM IV and TAM III are limited liability companies organized under the laws of the State of Delaware.

ITEM
2(D). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock, \$0.001 par value per share

ITEM
2(E). CUSIP NUMBER

206022105

ITEM
3. Not Applicable

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ITEM OWNERSHIP

4.

The following information with respect to the ownership of the ordinary shares of the issuer by the Reporting Persons filing this Statement is provided as of December 31, 2015:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

5.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x Yes

ITEM OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

6.

Under certain circumstances set forth in the limited partnership agreements of TAP IV, TAA IV, TAP III and TAA III and the limited liability company agreements of TAM IV and TAM III, the general and limited partners of each such entity may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM
8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 4, 2016

THREE ARCH PARTNERS IV, L.P.

By: Three Arch Management IV, L.L.C.

By: /s/ Steve Agelopoulos
Steve Agelopoulos, by Power of Attorney

THREE ARCH ASSOCIATES IV, L.P.

By: Three Arch Management IV, L.L.C.

By: /s/ Steve Agelopoulos
Steve Agelopoulos, by Power of Attorney

THREE ARCH MANAGEMENT IV, L.L.C.

By: /s/ Steve Agelopoulos
Steve Agelopoulos, by Power of Attorney

THREE ARCH PARTNERS III, L.P.

By: Three Arch Management III, L.L.C.

By: /s/ Steve Agelopoulos
Steve Agelopoulos, by Power of Attorney

THREE ARCH ASSOCIATES III, L.P.

By: Three Arch Management III, L.L.C.

By: /s/ Steve Agelopoulos
Steve Agelopoulos, by Power of Attorney

THREE ARCH MANAGEMENT III, L.L.C.

By: /s/ Steve Agelopoulos
Steve Agelopoulos, by Power of Attorney

MARK A. WAN

By: /s/ Steve Agelopoulos
Steve Agelopoulos, by Power of Attorney

WILFRED E. JAEGER

By: /s/ Steve Agelopoulos
Steve Agelopoulos, by Power of Attorney

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	15

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exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Concert Pharmaceuticals, Inc. shall be filed on behalf of each of the Reporting Persons and that this Agreement shall be filed as an exhibit to such Schedule 13G. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.