

CONCERT PHARMACEUTICALS, INC.

Form 4

February 20, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
GLAXOSMITHKLINE PLC

2. Issuer Name and Ticker or Trading Symbol  
CONCERT PHARMACEUTICALS, INC. [CNCE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
980 GREAT WEST ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/19/2014

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

BRENTFORD  
MIDDLESEX,, X0 TW 89GS

(City) (State) (Zip)

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

**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) |   |                                   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |   |                                   |
| Common Stock                    | 02/19/2014                           |  | C                              |   | 141,592   | A  | 141,592   | I | By S.R. One Limited <u>(2)</u>    |
| Common Stock                    | 02/19/2014                           |  | C                              |   | 1,179,941   | A  | 1,321,533   | I | By Glaxo Group Limited <u>(3)</u> |
| Common Stock                    | 02/19/2014                           |  | P                              |   | 35,000  | A  | \$ 14 1,356,533                                       | I | By S.R. One Limited               |

(2)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Series C Convertible Preferred Stock       | (1)  | 02/19/2014                           |  | C                              | 800,000   | (1) (4)  | Common Stock 141,5  |
| Series D Convertible Preferred Stock       | (1)  | 02/19/2014                           |  | C                              | 6,666,667   | (1) (4)  | Common Stock 1,179,   |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

GLAXOSMITHKLINE PLC  
980 GREAT WEST ROAD  
BRENTFORD MIDDLESEX,, X0 TW 89GS

Former 10% Owner

## Signatures

/s/ Simon Dingemans, Chief Financial Officer

02/20/2014

\*\*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).

The Series C Convertible Preferred Stock and Series D Convertible Preferred Stock of Concert Pharmaceuticals, Inc. (the "Issuer") (1) automatically converted into Common Stock of the Issuer on a 1-for-5.65 basis upon the closing of the Issuer's initial public offering on February 19, 2014 without payment of consideration.

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- (2) Shares are held by S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (the "Reporting Person").
- (3) Shares are held by Glaxo Group Limited, an indirect, wholly-owned subsidiary of the Reporting Person.
- (4) Not applicable.

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.