

Conatus Pharmaceuticals Inc.
Form SC 13G/A
January 21, 2015

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Conatus Pharmaceuticals Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

20600T108

(CUSIP Number)

December 31, 2014

(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)
- 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 20600T108

Schedule 13G

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- | | | |
|-----|---|---|
| 1. | Names of Reporting Persons
Gilde Healthcare Holding BV | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
The Netherlands | |
| 5. | Sole Voting Power
0 | Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With |
| 6. | Shared Voting Power
554,298 | |
| 7. | Sole Dispositive Power
0 | |
| 8. | Shared Dispositive Power
554,298 | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
554,298 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
3.5% | |
| 12. | Type of Reporting Person (See Instructions)
OO | |
-

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- | | |
|-----|---|
| 1. | Names of Reporting Persons
Coöperatieve Gilde Healthcare II U.A. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
The Netherlands |
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
554,298 |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
554,298 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
554,298 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
3.5% |
| 12. | Type of Reporting Person (See Instructions)
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 20600T108

Schedule 13G

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- | | | |
|-----|---|---|
| 1. | Names of Reporting Persons
Gilde Healthcare II Management BV | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
The Netherlands | |
| 5. | Sole Voting Power
0 | Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With |
| 6. | Shared Voting Power
554,298 | |
| 7. | Sole Dispositive Power
0 | |
| 8. | Shared Dispositive Power
554,298 | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
554,298 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
3.5% | |
| 12. | Type of Reporting Person (See Instructions)
OO | |
-

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Schedule 13G

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- | | | |
|-----|---|---|
| 1. | Names of Reporting Persons
Marc Olivier Perret | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
The Netherlands | |
| 5. | Sole Voting Power
0 | Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With |
| 6. | Shared Voting Power
554,298 | |
| 7. | Sole Dispositive Power
0 | |
| 8. | Shared Dispositive Power
554,298 | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
554,298 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
3.5% | |
| 12. | Type of Reporting Person (See Instructions)
IN | |
-

- | | | |
|-----|---|---|
| 1. | Names of Reporting Persons
Edwin de Graaf | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
The Netherlands | |
| 5. | Sole Voting Power
0 | Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With |
| 6. | Shared Voting Power
554,298 | |
| 7. | Sole Dispositive Power
0 | |
| 8. | Shared Dispositive Power
554,298 | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
554,298 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
3.5% | |
| 12. | Type of Reporting Person (See Instructions)
IN | |
-

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- | | | |
|-----|---|-----------------------|
| 1. | Names of Reporting Persons
Martemanshurk BV (100% owned by Pieter van der Meer) | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
The Netherlands | |
| 5. | Sole Voting Power | 0 |
| 6. | Shared Voting Power | 554,298 |
| 7. | Sole Dispositive Power | 0 |
| 8. | Shared Dispositive Power | 554,298 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | 554,298 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9) | 3.5% |
| 12. | Type of Reporting Person (See Instructions) | OO |
-

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Item 1.

- (a) Name of Issuer:
Conatus Pharmaceuticals Inc.
- (b) Address of the Issuer's Principal Executive Offices:
16745 W. Bernardo Drive, Suite 200

San Diego, CA 92127

Item 2.

- (a) Name of Person Filing:
Gilde Healthcare Holding BV

Coöperatieve Gilde Healthcare II UA

Gilde Healthcare II Management BV

Marc Olivier Perret

Edwin de Graaf
- (b) Martemanshurk BV (100% owned by Pieter van der Meer)
Address of Principal Business Office or if none, Residence:
c/o Gilde Healthcare Partners BV

Newtonlaan 91

3584 BP Utrecht

The Netherlands
- (c) Citizenship:
Each of the reporting persons is organized and based in the Netherlands
- (d) Title and Class of Securities:
Common Stock, par value USD 0.001 per share
- (e) CUSIP Number:
20600T108

Item 3.

Not applicable.

Item 4. Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

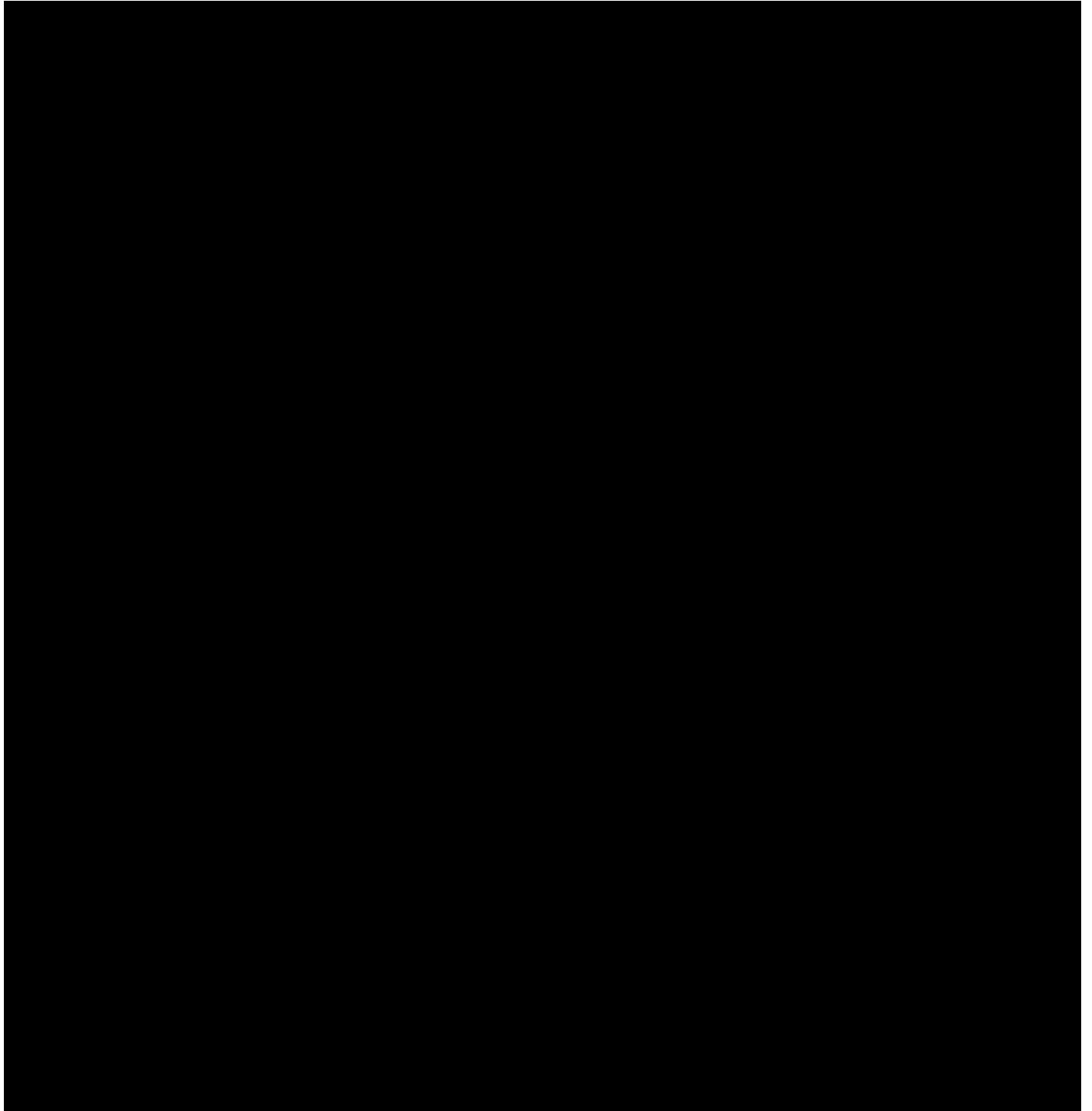
Gilde Healthcare Holding BV	554,298 shares
Coöperatieve Gilde Healthcare II UA	554,298 shares
Gilde Healthcare II Management BV	554,298 shares

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Marc Olivier Perret	554,298 shares
Edwin de Graaf	554,298 shares
Martemanshurk BV	554,298 shares

Coöperatieve Gilde Healthcare II UA directly owns 527,320 shares of common stock of the Issuer and a warrant to purchase 26,978 shares of common stock of the Issuer (the Shares). The manager of Coöperatieve Gilde Healthcare II UA is Gilde Healthcare II Management BV which is owned by Gilde Healthcare Holding BV which is owned in equal thirds by the three managing partners Marc Olivier Perret, Edwin De Graaf and Martemanshurk BV (100% owned and managed by Pieter van der Meer). Gilde Healthcare II Management BV disclaims beneficial ownership of the Shares except to the extent of its pecuniary interest therein.

Each of Messrs. Perret, De Graaf and van der Meer and Martemanshurk BV each disclaim beneficial ownership of the Shares except to the extent of his or its pecuniary interest therein.



Item 5. Ownership of Five Percent or Less of a Class:

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 5 percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certifications:

Not applicable.

SIGNATURE

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.

Gilde Healthcare Holding BV

By:

By: /s/ Marc Olivier Perret
 Name: Marc Olivier Perret
 Title: Managing Partner

By: /s/ Edwin de Graaf
 Name: Edwin de Graaf
 Title: Managing Partner

By: /s/ Pieter van der Meer
 Name: Martemanshurk BV
 By: Pieter van der Meer
 Title: Managing Partner

Coöperatieve Gilde Healthcare II U.A.

By:

By: /s/ Marc Olivier Perret
 Name: Marc Olivier Perret

By: /s/ Edwin de Graaf
 Name: Edwin de Graaf

By: /s/ Pieter van der Meer
 Name: Martemanshurk BV
 By: *Pieter van der Meer*
 Title: Managing Partner

Gilde Healthcare II Management BV

By:

By: /s/ Marc Olivier Perret
 Name: Marc Olivier Perret

By: /s/ Edwin de Graaf
 Name: Edwin de Graaf

By: /s/ Pieter van der Meer
 Name: Martemanshurk BV
 By: *Pieter van der Meer*
 Title: Managing Partner

By:

By: /s/ Marc Olivier Perret
 Name: *Marc Olivier Perret*

By: /s/ Edwin de Graaf
 Name: *Edwin de Graaf*

By: /s/ Pieter van der Meer
 Name: *Martemanshurk BV*
 By: *Pieter van der Meer*

Title: Managing
Partner

January 21, 2015
