

Conatus Pharmaceuticals Inc.  
Form SC 13G  
April 15, 2015

SECURITIES & 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 RULE 13d-2

(Amendment No.)\*

Conatus Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$.001 Par Value Per Share

(Title of Class of Securities)

20600T108

(CUSIP Number)

April 6, 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)**

Rule 13d-1(d)

(Page 1 of 15 Pages)

\*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 purposes 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 13G Page 2 of 15 Pages

(1) NAMES OF REPORTING PERSONS

HealthCor Management, L.P.

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

(see instructions)

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	(5)	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	(6)	SHARED VOTING POWER
OWNED BY		1,001,458
EACH	(7)	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER
		1,001,458

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,001,458

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

instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.22%

(12) TYPE OF REPORTING PERSON (see instructions)

PN

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(1) NAMES OF REPORTING PERSONS

HealthCor Associates, LLC

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

(see instructions)

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	(5)	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	(6)	SHARED VOTING POWER
OWNED BY		1,001,458
EACH	(7)	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER
		1,001,458

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,001,458

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

instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.22%

(12) TYPE OF REPORTING PERSON (see instructions)

OO - limited liability company

CUSIP No. 20600T108 13G Page 4 of 15 Pages

(1) NAMES OF REPORTING PERSONS

HealthCor Offshore Master Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	(5)	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	(6)	SHARED VOTING POWER
OWNED BY		876,958
EACH	(7)	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER
		876,958

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

876,958

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) ..

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.57%

(12) TYPE OF REPORTING PERSON (see instructions)

PN

CUSIP No. 20600T108 13G Page 5 of 15 Pages

(1) NAMES OF REPORTING PERSONS

HealthCor Offshore GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	(5)	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	(6)	SHARED VOTING POWER
OWNED BY		876,958
EACH	(7)	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER
		876,958

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
876,958

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) ..

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
4.57%

(12) TYPE OF REPORTING PERSON (see instructions)  
OO - limited liability company

CUSIP No. 20600T108 13G Page 6 of 15 Pages

(1) NAMES OF REPORTING PERSONS

HealthCor Group, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	(5)	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	(6)	SHARED VOTING POWER
OWNED BY		1,001,458
EACH	(7)	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER
		1,001,458

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,001,458

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) ..

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.22%

(12) TYPE OF REPORTING PERSON (see instructions)

OO - limited liability company

CUSIP No. 20600T108 13G Page 7 of 15 Pages

(1) NAMES OF REPORTING PERSONS

Arthur Cohen

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF	(5)	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	(6)	SHARED VOTING POWER
OWNED BY		1,001,458
EACH	(7)	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER
		1,001,458

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,001,458

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) ..

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.22%

(12) TYPE OF REPORTING PERSON (see instructions)

IN



CUSIP No. 20600T108 13G Page 8 of 15 Pages

(1) NAMES OF REPORTING PERSONS

Joseph Healey

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF	(5)	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	(6)	SHARED VOTING POWER
OWNED BY		1,001,458
EACH	(7)	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER
		1,001,458

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,001,458

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) ..

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.22%

(12) TYPE OF REPORTING PERSON (see instructions)  
IN

CUSIP No. 20600T108 13G Page 9 of 15 Pages

(1) NAMES OF REPORTING PERSONS

HealthCor Long Offshore Master Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	(5)	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	(6)	SHARED VOTING POWER
OWNED BY		124,500
EACH	(7)	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER
		124,500

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
124,500

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) ..

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.65%

(12) TYPE OF REPORTING PERSON (see instructions)  
PN

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(1) NAMES OF REPORTING PERSONS

HealthCor Long Master GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	(5)	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	(6)	SHARED VOTING POWER
OWNED BY		124,500
EACH	(7)	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER
		124,500

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
124,500

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) ..

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.65%

(12) TYPE OF REPORTING PERSON (see instructions)  
OO – limited liability company

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Item 1(a). Name of Issuer:

Conatus Pharmaceuticals, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

16745 West Bernardo Drive, Suite 200 CA 92127

Item 2(a, b, c). Name of Person Filing:

(i) HealthCor Management, L.P., a Delaware limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(ii) HealthCor Associates, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(iii) HealthCor Offshore Master Fund, L.P., a Cayman Islands limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(iv) HealthCor Offshore GP, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(v) HealthCor Group, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(vi) Joseph Healey, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(vii) Arthur Cohen, 12 South Main Street, #203 Norwalk, Ct 06854;

(viii) HealthCor Long Offshore Master Fund, L.P., a Cayman Islands limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019; and

(ix) HealthCor Long Master GP, LLC., a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019.

Both Mr. Healey and Mr. Cohen are United States citizens.

The persons at (i) through (xi) above are collectively referred to herein as the "Reporting Persons".

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Item 2(d). Title of Class of Securities: Common Stock, \$.001 Par Value Per Share (the "Common Stock")

Item 2(e). CUSIP Number: 20600T108

Item 3. Not applicable.

Item 4. Ownership.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

Collectively, HealthCor Offshore Master Fund, L.P. and HealthCor Long Offshore Master Fund, L.P. (each a "Fund" and together, the "Funds") are the beneficial owners of a total of 1,001,458 shares of the Common Stock of the Issuer.

HealthCor Offshore GP, LLC is the general partner of HealthCor Offshore Master Fund, L.P. Accordingly, HealthCor Offshore GP, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Offshore GP, LLC and, therefore, may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Offshore Master Fund, L.P.

HealthCor Long Master GP, LLC is the general partner of HealthCor Long Offshore Master Fund, L.P. Accordingly, HealthCor Long Master GP, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Long Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Long Master GP, LLC and, therefore, may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Long Offshore Master Fund, L.P.

By virtue of its position as the investment manager of the Funds, HealthCor Management, L.P. may be deemed a beneficial owner of all the shares of Common Stock owned by the Funds. HealthCor Associates, LLC is the general partner of HealthCor Management, L.P. and thus may also be deemed to beneficially own the shares of Common Stock that are beneficially owned by the Funds.

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As the Managers of HealthCor Associates, LLC, Arthur Cohen and Joseph Healey exercise both voting and investment power with respect to the shares of Common Stock reported herein, and therefore each may be deemed a beneficial owner of such Common Stock.

Each of the Reporting Persons hereby disclaims any beneficial ownership of any such shares of Common Stock in excess of their actual 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 five 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.  
Not Applicable

Item 8. Identification and Classification of Members of the Group.  
See Exhibit 1.

Item 9. Notice of Dissolution of Group.  
Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Acquisition Statement, dated as of April 15, 2015.

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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.

DATED: April 15, 2015

HEALTHCOR MANAGEMENT, L.P.

By: HealthCor Associates, LLC, its general partner

By: /s/ Anabelle P. Gray

Name: Anabelle P. Gray

Title: General Counsel

HEALTHCOR OFFSHORE GP, LLC, for itself  
and as general partner of behalf

of HEALTHCOR OFFSHORE MASTER  
FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ Anabelle P. Gray

Name: Anabelle P. Gray

Title: General Counsel



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HEALTHCOR LONG MASTER GP, LLC, for  
itself and as general partner  
of behalf of HEALTHCOR LONG OFFSHORE  
MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ Anabelle P. Gray  
Name: Anabelle P. Gray  
Title: General Counsel

HEALTHCOR ASSOCIATES, LLC

By: /s/ Anabelle P. Gray  
Name: Anabelle P. Gray  
Title: General Counsel

HEALTHCOR GROUP, LLC

By: /s/ Anabelle P. Gray  
Name: Anabelle P. Gray  
Title: General Counsel

JOSEPH HEALEY, Individually

/s/ Joseph Healey

ARTHUR COHEN, Individually

/s/ Arthur Cohen