

Conatus Pharmaceuticals Inc
Form SC 13G
February 13, 2014

UNITED STATES
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.)*

Conatus Pharmaceuticals Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

20600T 10 8

(CUSIP Number)

December 31, 2013

(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 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).

1 NAMES OF REPORTING PERSONS.

Aberdare Ventures III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

2,284,614 shares of Common Stock (2)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

2,284,614 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,284,614 shares of Common Stock (2)

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

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.6% (3)

12 TYPE OF REPORTING PERSON*

PN

- (1) This Schedule 13G is filed by Aberdare Ventures III, L.P. (AV III), Aberdare Partners III, L.P. (AP III), Aberdare GP III, L.L.C. (Aberdare GP III), and Paul H. Klingenstein (Klingenstein, together with AV III, AP III and Aberdare GP III, collectively, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 2,226,944 shares held by AV III and (ii) 52,419 shares held by AP III. Also includes warrants exercisable within 60 days of December 31, 2013 as follows: (i) 5,131 shares underlying a warrant held by AV III; and (ii) 120 shares underlying a warrant held by AP III. Klingenstein serves as Manager of Aberdare GP III, which serves as the general partner of AV III and AP III, and has voting and investment control over the shares owned by AV III and AP III, and may be deemed to own beneficially the shares held by AV III and AP III. Aberdare GP III owns no securities of the Issuer directly. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2013.
- (3) This percentage is calculated based upon 15,619,879 shares of the Issuer's common stock outstanding as of October 31, 2013, as set forth on the Issuer's Form 10-Q for the quarterly period ended September 30, 2013 filed with the Securities and Exchange Commission on November 14, 2013.

1 NAMES OF REPORTING PERSONS.

Aberdare Partners III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,284,614 shares of Common Stock (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares

8 SHARED DISPOSITIVE POWER

WITH

2,284,614 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,284,614 shares of Common Stock (2)

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1 NAMES OF REPORTING PERSONS.

Aberdare GP III, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

2,284,614 shares of Common Stock (2)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

2,284,614 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,284,614 shares of Common Stock (2)

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1 NAMES OF REPORTING PERSONS.

Paul H. Klingenstein

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,284,614 shares of Common Stock (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares

8 SHARED DISPOSITIVE POWER

WITH

2,284,614 shares of Common Stock (2)

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2,284,614 shares of Common Stock (2)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.6% (3)

12 TYPE OF REPORTING PERSON*

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- (3) This percentage is calculated based upon 15,619,879 shares of the Issuer's common stock outstanding as of October 31, 2013, as set forth on the Issuer's Form 10-Q for the quarterly period ended September 30, 2013 filed with the Securities and Exchange Commission on November 14, 2013.

Introductory Note: This Statement on Schedule 13G is filed on behalf of Aberdare Ventures III, L.P., Aberdare Partners III, L.P., Aberdare GP III, L.L.C. and Paul H. Klingenstein in respect of shares of Common Stock, par value \$0.0001 per share (Common Stock), of Conatus Pharmaceuticals Inc. (the Issuer).

Item 1

- (a) Name of Issuer: Conatus Pharmaceuticals Inc.
- (b) Address of Issuer s

Principal Executive Offices: 4365 Executive Drive, Suite 200, San Diego, California 92121

Item 2

- (a) Name of Person(s) Filing:
Aberdare Ventures III, L.P. (AV III)

Aberdare Partners III, L.P. (AP III)

Aberdare GP III, L.L.C. (Aberdare GP III)

Paul H. Klingenstein (Klingenstein)

- (b) Address of Principal Business Office: c/o Aberdare Ventures

One Embarcadero Center, Suite 4000

San Francisco, California 94111

- (c) Citizenship:

AV III	Delaware
AP III	Delaware
Aberdare GP III	Delaware
Klingenstein	United States of America

- (d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 20600T 10 8

Item 3 Not applicable.

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Item 4 Ownership.

The following information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2013:

Reporting Persons	Shares Held		Warrants		Sole Dispositive Power		Shared Dispositive Power		Beneficial Ownership (1) Class (1, 3)
	Directly (1)	Held Directly (1)	Sole Voting Power	Shared Voting Power (1)	Power (1)	Power (1)	Ownership (1)		
AV III	2,226,944	5,131	0	2,284,614	0	2,284,614	2,284,614	14.6%	
AP III	52,419	120	0	2,284,614	0	2,284,614	2,284,614	14.6%	
Aberdare GP III (2)	0	0	0	2,284,614	0	2,284,614	2,284,614	14.6%	
Klingenstein (2)	0	0	0	2,284,614	0	2,284,614	2,284,614	14.6%	

- (1) Represents the number of shares of Common Stock currently underlying all Securities held by the Reporting Persons.
- (2) Klingenstein serves as Manager of Aberdare GP III, which serves as the general partner of AV III and AP III, and has voting and investment control over the shares owned by AV III and AP III, and may be deemed to own beneficially the shares held by AV III and AP III. Aberdare GP III owns no securities of the Issuer directly. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2013.
- (2) This percentage is calculated based upon 15,619,879 shares of the Issuer's common stock outstanding as of October 31, 2013, as set forth on the Issuer's Form 10-Q for the quarterly period ended September 30, 2013 filed with the Securities and Exchange Commission on November 14, 2013.

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.

Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

Item 10 Certification.

Not applicable.

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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: February 13, 2014

/s/ Paul H. Klingenstein
Paul H. Klingenstein

ABERDARE VENTURES III, L.P.
ABERDARE PARTNERS III, L.P.
By its General Partner, Aberdare GP III,
L.L.C.

By: /s/ Paul H. Klingenstein
Paul H. Klingenstein
Manager

Exhibit(s):

A - Joint Filing Statement