

CONCERT PHARMACEUTICALS, INC.

Form 4

February 20, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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 ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) 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)
X 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	<u>11</u>	141,592	I	By S.R. One Limited <u>(2)</u>
Common Stock	02/19/2014		C		1,179,941	A	<u>11</u>	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.

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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.

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