

Otonomy, Inc.  
Form 4  
September 15, 2015

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

OMB APPROVAL

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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 \*  
Savel Robert Michael II

(Last) (First) (Middle)

C/O OTONOMY, INC., 6275  
NANCY RIDGE DRIVE, SUITE  
100

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Otonomy, Inc. [OTIC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/14/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Technical Officer

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	09/14/2015		M		1,587	A	\$ 1.76
Common Stock	09/14/2015		M		3,413	A	\$ 6.33
Common Stock	09/14/2015		S <sup>(1)</sup>		5,000	D	\$ 23.9793
							<sup>(2)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.76	09/14/2015		M	1,587	01/06/2015 <sup>(3)</sup> 01/31/2024	Common Stock	1,587
Employee Stock Option (right to buy)	\$ 6.33	09/14/2015		M	3,413	04/23/2015 <sup>(4)</sup> 06/03/2024	Common Stock	3,413

## Reporting Owners

Reporting Owner Name / Address	Relationships
Savel Robert Michael II C/O OTONOMY, INC. 6275 NANCY RIDGE DRIVE, SUITE 100 SAN DIEGO, CA 92121	Director 10% Owner Officer  Chief Technical Officer

## Signatures

/s/ Eric J. Loumeau, by power of attorney  
Date: 09/15/2015

\*\*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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

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- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$23.35 to \$24.69
- (2) per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
  - (3) Of the total grant of 92,434 shares, one fourth of the shares subject to the option vest on January 6, 2015 and one forty-eighth of the shares vest monthly thereafter.
  - (4) Of the total grant of 54,607 shares, one fourth of the shares subject to the option vest on April 23, 2015 and one forty-eighth of the shares vest monthly thereafter.

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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