

Otonomy, Inc.
Form 3
August 12, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Domain Partners VIII, L.P. | | (Month/Day/Year) | Otonomy, Inc. [OTIC] | |
| (Last) | (First) | (Middle) | 08/12/2014 | |
| C/O DOMAIN ASSOCIATES, LLC, Â ONE PALMER SQUARE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PRINCETON, Â NJ Â 08542 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|---|-------|-------|----------------------------|---------|---------|----------------------------------|---|
| Series B Preferred Stock | Â (1) | Â (1) | Common Stock | 436,485 | \$ (1) | D (2) (3) | Â |
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 925,479 | \$ (1) | D (2) (3) | Â |
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock | 186,828 | \$ (1) | D (2) (3) | Â |
| Warrant to Purchase Series C Preferred Stock (Right to Buy) | Â (4) | Â (4) | Common Stock (1) (4) | 67,755 | \$ 8.79 | D (2) (3) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Domain Partners VIII, L.P. C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | Â | Â X | Â | Â |
| BLAIR JAMES C C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | Â | Â X | Â | Â |
| DOVEY BRIAN H C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | Â X | Â X | Â | Â |
| TREU JESSE I C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | Â | Â X | Â | Â |
| SCHOEMAKER KATHLEEN K C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | Â | Â X | Â | Â |
| VITULLO NICOLE C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | Â | Â X | Â | Â |
| Halak Brian K C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | Â | Â X | Â | Â |

Signatures

/s/ Kathleen K. Schoemaker, as Managing Member of One Palmer Square Associates VIII, LLC, General Partner of Domain Partners VIII, L.P., individually, and as Attorney-in-Fact for J. Blair, B. Dovey, J. Treu, N. Vitullo and B. Halak

08/12/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) All outstanding Preferred Stock will automatically convert into Common Stock upon the closing of the Issuer's initial public offering for no additional consideration. The Preferred Stock has no expiration date.

The securities reported as directly beneficially owned by the designated Reporting Person may be deemed to be indirectly beneficially owned by each of the Reporting Owners listed below, each of whom is a managing member of One Palmer Square Associates VIII, LLC, the sole general partner of the designated Reporting Person. Pursuant to Instruction 5(b)(iv) of Form 3, each such individual has elected to report as indirectly beneficially owned the entire number of securities owned by the designated Reporting Person, however each of them disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.
 - (2) As managing members of the sole general partner of DP VIII Associates, L.P., each Reporting Owner listed below may also be deemed to indirectly beneficially own the securities of the Issuer held by DP VIII Associates, L.P., as reported on a Form 3 for DP VIII Associates, L.P. filed on the same date as this Form 3.
 - (3) Immediately prior to the closing of the Issuer's initial public offering the Warrants will be net exercised for shares of Series C Preferred Stock, which will then automatically convert into shares of Common Stock upon closing.

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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