

TRANSENERIX INC.

Form 4

December 10, 2013

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *

SYNERGY LIFE SCIENCE

PARTNERS L P

(Last) (First) (Middle)

3284 ALPINE ROAD

(Street)

PORTOLA VALLEY, CA 94028

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

TRANSENERIX INC. [TRXC.OB]

3. Date of Earliest Transaction

(Month/Day/Year)

12/06/2013

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)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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 12/06/2013 | | C | V 8,662,344 | (A) or (D) A \$ 0.4 | 25,487,597 | D ⁽¹⁾ |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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| 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 B Convertible Preferred Stock | (2) | 12/06/2013 | | C | | 866,234.4 | (2) | (2) | | Common Stock | 8,662, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SYNERGY LIFE SCIENCE PARTNERS L P 3284 ALPINE ROAD PORTOLA VALLEY, CA 94028 | | X | | |
| Synergy Venture Partners, LLC 3284 ALPINE ROAD PORTOLA VALLEY, CA 94028 | | X | | |
| Jain Mudit K. 3284 ALPINE ROAD PORTOLA VALLEY, CA 94028 | | X | | |

Signatures

William N. Starling, Jr., Synergy Life Science
Partners, LP 12/10/2013

Signature of Reporting Person _____ Date _____

William N. Starling, Jr., Synergy Life Science
Partners, LP 12/06/2013

Signature of Reporting Person _____ Date _____

William N. Starling, Jr., Synergy Life Science
Partners, LP 12/06/2013

**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) Synergy Venture Partners, LLC ("SVP LLC") serves as the sole General Partner of Synergy Life Science Partners, LP ("Synergy"). As such, SVP LLC possesses sole voting and investment control over the securities owned by Synergy, and may be deemed to have indirect beneficial ownership of the securities held by Synergy. SVP LLC, however, owns no securities of the Issuer directly. Messrs. Stack, Jain and Starling are Managers of SVP LLC and share voting and dispositive power over the shares held by Synergy. Starling is a director of the Issuer and, accordingly, files separate Section 16 reports. Mr. Stack also files separate Section 16 reports. Each Reporting Person

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disclaims beneficial ownership of the shares held by Synergy except to the extent of his or its proportionate pecuniary interest therein.

- Upon the filing of the Issuer's Amended and Restated Certificate of Incorporation on December 6, 2013, each issued and outstanding
- (2) share of Series B Convertible Preferred Stock automatically converted into ten (10) shares of the Issuer's common stock. The Series B Convertible Preferred Stock has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.