

Ra Pharmaceuticals, Inc.
Form 4
October 31, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Novartis Bioventures Ltd

2. Issuer Name and Ticker or Trading Symbol
Ra Pharmaceuticals, Inc. [RARX]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2016

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O NOVARTIS
INTERNATIONAL
AG, WSJ-200.220

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

CH-4002 BASEL, V8 0000000000

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/31/2016 | | X | | 62,914 | A | 0.07 (2) |
| Common Stock | 10/31/2016 | | S(2) | | 339 | D | \$ 13 (2) |
| Common Stock | 10/31/2016 | | C | | 1,389,797 | A | (3) 1,452,372 |
| Common Stock | 10/31/2016 | | C | | 522,561 | A | (4) 1,974,933 |
| | 10/31/2016 | | C | | 486,104 | A | (5) 2,461,037 |

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Common
Stock

Common Stock 10/31/2016 P 84,615 A \$ 13 2,545,652 D ⁽¹⁾

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Warrants to Purchase Common Stock | \$ 0.07 ⁽²⁾ | 10/31/2016 | | X | 62,914 | ⁽²⁾ 04/01/2022 | Common Stock 62,914 |
| Series A Preferred Stock | ⁽³⁾ | 10/31/2016 | | C | 9,728,589 | ⁽³⁾ ⁽³⁾ | Common Stock 1,389,142 |
| Series B-1 Preferred Stock | ⁽⁴⁾ | 10/31/2016 | | C | 3,657,932 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock 522,500 |
| Series B-2 Preferred Stock | ⁽⁵⁾ | 10/31/2016 | | C | 3,402,729 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock 486,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Novartis Bioventures Ltd C/O NOVARTIS INTERNATIONAL AG WSJ-200.220 | | | X | |

CH-4002 BASEL, V8 0000000000

NOVARTIS AG
LICHTSTRASSE 35
BASEL, V8 CH 4056

X

Signatures

/s/ Simon Zivi, Authorized Signatory /s/ Laurieann Chaikowsky, Authorized Signatory

10/31/2016

__Signature of Reporting Person

Date

/s/ Simon Zivi, Chairman /s/ Laurieann Chaikowsky, Authorized Signatory

10/31/2016

__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 board of directors of Novartis Bioventures Ltd. has sole voting and investment control and power over such securities. None of the members of its board of directors has individual voting or investment power with respect to such securities and each disclaims beneficial ownership of such securities. Novartis Bioventures Ltd. is an indirectly owned subsidiary of Novartis AG.

(2) The Warrants automatically exercised immediately prior to the closing of the Issuer's initial public offering for such number of shares issuable pursuant to a cashless net exercise provision, resulting in the Issuer withholding 339 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 62,575 shares, after deducting the aggregate exercise price.

(3) Each share of the Series A Preferred Stock is convertible into Common Stock on a 1-for-7 basis automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

(4) Each share of the Series B-1 Preferred Stock is convertible into Common Stock on a 1-for-7 basis automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

(5) Each share of the Series B-2 Preferred Stock is convertible into Common Stock on a 1-for-7 basis automatically upon the closing of the Issuer's initial public offering, and 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.

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