

CONCERT PHARMACEUTICALS, INC.

Form 4

February 21, 2014

**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 \*  
**BROOKSIDE CAPITAL  
MANAGEMENT LLC**

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)  
**JOHN HANCOCK TOWER, 200  
CLARENDON STREET**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/19/2014**

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

**BOSTON, MA 02116**

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

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

(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 Indirect Beneficial Ownership (Instr. 4) |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |   |                  |
| COMMON STOCK                    | 02/19/2014                           |  | C                              |   | 761,062   | A  | Ⓣ 793,851   | I | See Footnote (2) |
| COMMON STOCK                    | 02/19/2014                           |  | C                              |   | 353,982   | A  | Ⓣ 1,147,833   | I | See Footnote (2) |
| COMMON STOCK                    | 02/19/2014                           |  | P                              |   | 350,000   | A  | \$ 14 1,497,833                                       | I | See Footnote (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 Underlying Security (Instr. 3 and 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title |
| SERIES B CONVERTIBLE PREFERRED STOCK       | (1)  | 02/19/2014                           |  | C                              | 4,300,000   | (1) (3)  | COMMON STOCK                                      |       |
| SERIES C CONVERTIBLE PREFERRED STOCK       | (1)  | 02/19/2014                           |  | C                              | 2,000,000   | (1) (3)  | COMMON STOCK                                      |       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BROOKSIDE CAPITAL MANAGEMENT LLC<br>JOHN HANCOCK TOWER, 200 CLARENDON STREET<br>BOSTON, MA 02116   |               | X         |         |       |
| BROOKSIDE CAPITAL INVESTORS L P<br>JOHN HANCOCK TOWER, 200 CLARENDON STREET<br>BOSTON, MA 02116    |               | X         |         |       |
| BROOKSIDE CAPITAL PARTNERS FUND LP<br>JOHN HANCOCK TOWER, 200 CLARENDON STREET<br>BOSTON, MA 02116 |               | X         |         |       |

## Signatures

/s/ William Edward Pappendick, IV 02/21/2014

\*\*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).
- (1) The Series B and Series C Convertible Preferred Stock converted into Common Stock on a 1-for-5.65 basis upon the closing of the Issuer's initial public offering without payment of consideration.  
  
Brookside Capital Management, LLC ("BCM") is the sole general partner of Brookside Capital Investors, L.P. ("BCI"). BCI is the sole general partner of Brookside Capital Partners Fund, L.P. ("BCPF"). BCM and BCI each may be deemed to share voting dispositive powers with respect to the shares held by BCPF. Each of BCM and BCI disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein.
- (2)   
  
Brookside Capital Management, LLC ("BCM") is the sole general partner of Brookside Capital Investors, L.P. ("BCI"). BCI is the sole general partner of Brookside Capital Partners Fund, L.P. ("BCPF"). BCM and BCI each may be deemed to share voting dispositive powers with respect to the shares held by BCPF. Each of BCM and BCI disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein.
- (3) 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. 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.