

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Fernando Anthony C. J.</u>  (Last) (First) (Middle) <u>C/O TRANSENERIX, INC.</u> <u>635 DAVIS DRIVE, SUITE 300</u>  (Street) <u>MORRISVILLE NC 27560</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TRANSENERIX INC. [ TRXC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	02/04/2017		M		24,445	A	\$0.00	51,445	D	
Common Stock	02/04/2017		F <sup>(1)</sup>		9,350	D	\$1.42	42,095	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$1.42	02/02/2017		A		406,000		(2)	02/02/2027	Common Stock	406,000	\$0.00	406,000	D	
Restricted Stock Units	(3)	02/02/2017		A		90,000		(4)	(4)	Common Stock	90,000	\$0.00	90,000	D	
Restricted Stock Units	(3)	02/04/2017		M		24,445		(5)	(5)	Common Stock	24,445	\$0.00	48,888	D	

**Explanation of Responses:**

- This transaction represents the payment of a tax liability on the lapse of forfeiture restrictions on a derivative security and acquisition of the underlying shares.
- Vests 25% on the first anniversary of the date of grant and 1/48th of the entire award monthly on the vesting date anniversary for 36 months, subject to acceleration as set forth in the Incentive Plan.
- Each restricted stock unit represents the right to receive one share of the Registrant's common stock.
- Forfeiture restrictions will lapse on the restricted stock units in three equal annual installments of 30,000 on February 4, 2018, 2019 and 2020 as long as the Reporting Person remains in the employ of the Registrant, subject to acceleration as set forth in the Incentive Plan.
- Forfeiture restrictions will lapse as to 1/3rd of the restricted stock units on February 4 of each of the first three years following the date of grant, as long as the Reporting Person remains in the employ of the Registrant, subject to acceleration as set forth in the Incentive Plan.

**Remarks:**

/s/Joshua Weingard, as  
Attorney-in-Fact for Anthony      02/06/2017  
Fernando

\*\* Signature of Reporting Person      Date

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

\* 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).

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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