

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Starling William N JR</u> (Last) (First) (Middle) 345 GOLDEN HILLS DRIVE (Street) PORTOLA VALLEY CA 94028 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TRANSENERIX INC. [TRXC.OB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/06/2013		C		8,662,344	A	\$0.4	25,487,597	I	By Synergy Life Science Partners, L.P. ⁽¹⁾
Common Stock								1,960,610	I	By Synecor, L.L.C. ⁽²⁾
Common Stock								23,066	I	By Mark Starling, Trustee of the William N. Starling, Jr. and Dana Gregory Starling 1990 Irrevocable
Common Stock								676,121	I	By W. Starling and D. Starling, Trustees of the Starling Family Trust, UDT August 15, 1990

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				
Series B Convertible Preferred Stock	(3)	12/06/2013		C		866,234.4 ⁽³⁾		(3)	(3)	Common Stock	8,662,344	\$0.00	0	I	Synergy Life Science Partners, L.P. (2)

Explanation of Responses:

- The Reporting Person is a Manager of Synergy Venture Partners, LLC which serves as the sole General Partner of Synergy Life Science Partners, LP ("Synergy"). As such, the Reporting Person shares voting and investment control over the securities owned by Synergy, and may be deemed to own beneficially the securities held by Synergy. The Reporting Person disclaims beneficial ownership of the shares held by Synergy except to the extent of this proportionate pecuniary interest therein.
- The Reporting Person is a managing member of Synecor, L.L.C. ("Synecor"). The Reporting Person disclaims beneficial ownership of the shares held by Synecor except to the extent of his pecuniary interest therein.

3. Upon the filing of the Issuer's Amended and Restated Certificate of Incorporation on December 6, 2013, each issued and outstanding 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.

Remarks:

William N. Starling, Jr.

12/10/2013

** 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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