

**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**

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>Dumas Jacques</u> <hr/> (Last) (First) (Middle) C/O TETRAPHASE PHARMACEUTICALS, INC. 480 ARSENAL STREET <hr/> (Street) WATERTOWN MA 02472 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TETRAPHASE PHARMACEUTICALS INC [ TTPH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Chief Scientific Officer
	3. Date of Earliest Transaction (Month/Day/Year) 08/17/2017	

**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	08/17/2017		S <sup>(1)</sup>		7,155 <sup>(2)</sup>	D	\$5.86 <sup>(3)</sup>	0	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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On January 6, 2016, the Reporting person was granted 35,000 restricted stock units ("RSUs")( the "2016 RSU grant") that were previously reported on Table II Of Form 4, which form was filed with the Securities and Exchange Commission on June 10, 2016. Of the 2016 RSU grant, 11,667 shares vested on January 6, 2017 of which 4,512 shares were withheld by the Issuer to satisfy the reporting person's tax withholding obligations in connection with the delivery of the conversion of the RSUs into common stock on the vesting date. The remaining 7,155 shares were sold on August 17, 2017 and such sale is reported on this Form 4.
- The sale of these shares of common stock reported on this Form 4 was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on June 16, 2017.
- The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$5.79 to \$5.90 per share. The reporting person undertakes to provide, upon request, to the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

**Remarks:**

/s/Maria Stahl as Attorney-in-Fact for Jacques Dumas 08/21/2017

\*\* 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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