

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>Auchincloss Thomas G</u> (Last) (First) (Middle) C/O CONCERT PHARMACEUTICALS, INC. 65 HAYDEN AVENUE, SUITE 3000N (Street) LEXINGTON MA 02421 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONCERT PHARMACEUTICALS, INC. [CNCE]</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) 03/06/2023	
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	03/06/2023		U		17,625	D	(1)(2)	0	D	
Common Stock	03/06/2023		D		16,400 ⁽³⁾	D	(3)	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						Title
Stock Option (Right to Buy)	\$11.19	03/06/2023		D		25,000	(4)(5)	12/10/2024	Common Stock	25,000	(4)(5)	0	D	
Stock Option (Right to Buy)	\$16.42	03/06/2023		D		10,000	(4)(5)	06/10/2025	Common Stock	10,000	(4)(5)	0	D	
Stock Option (Right to Buy)	\$12.96	03/06/2023		D		10,000	(4)(5)	06/08/2026	Common Stock	10,000	(4)(5)	0	D	
Stock Option (Right to Buy)	\$13.29	03/06/2023		D		10,000	(4)(5)	06/14/2027	Common Stock	10,000	(4)(5)	0	D	
Stock Option (Right to Buy)	\$19.59	03/06/2023		D		10,000	(4)(5)	06/13/2028	Common Stock	10,000	(4)(5)	0	D	
Stock Option (Right to Buy)	\$11.02	03/06/2023		D		10,000	(4)(5)	06/12/2029	Common Stock	10,000	(4)(5)	0	D	
Stock Option (Right to Buy)	\$9.16	03/06/2023		D		10,000	(4)(5)	06/10/2030	Common Stock	10,000	(4)(5)	0	D	
Stock Option (Right to Buy)	\$4.26	03/06/2023		D		10,250	(4)(5)	06/09/2031	Common Stock	10,250	(4)(5)	0	D	

Explanation of Responses:

- This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of January 19, 2023, by and among Concert Pharmaceuticals, Inc. (the "Issuer"), Sun Pharmaceutical Industries Ltd. ("Parent") and Foliage Merger Sub, Inc., an indirect wholly owned subsidiary of Parent ("Merger Sub"), pursuant to which Merger Sub completed a tender offer for shares of common stock of the Issuer (each, a "Share") and thereafter merged with and into the Issuer, effective as of March 6, 2023 (the "Effective Time"). At the Effective Time, each issued and outstanding Share was cancelled and converted into the right to receive \$8.00 in cash (the "Cash Amount"), plus one non-tradeable contingent value right (a "CVR," and together with the Cash Amount, the "Per Share Consideration"), which represents the right to receive contingent payments of up to \$3.50 per Share, in cash, (continued in Footnote 2)
- in the aggregate, upon the achievement of certain milestones (such applicable payment, each, a "Milestone Payment") prior to December 31, 2029, subject to any applicable withholding of taxes and without interest.
- This line item represents unvested time-based restricted stock units with respect to the Issuer's common stock ("RSUs") held by the Reporting Person. Pursuant to the terms of the Merger Agreement, at the Effective Time, each unvested RSU that was outstanding immediately prior to the Effective Time was cancelled and converted into the right to receive, for each Share underlying such RSU, the Per Share Consideration, subject to withholding of applicable taxes and without interest.

4. Pursuant to the terms of the Merger Agreement, at the Effective Time, each option that had a per share exercise price that was less than the Cash Amount (whether vested or unvested) that was outstanding and unexercised immediately prior to the Effective Time, was cancelled and converted into the right to receive, for each Share underlying such option, (i) an amount in cash equal to the excess of the Cash Amount over the per share exercise price of such option and (ii) one CVR. Each option that was outstanding and unexercised immediately prior to the Effective Time that had a per share exercise price greater than or equal to the Cash Amount, and less than \$11.50, was cancelled and converted into the right to receive, for each Share underlying such option, upon the occurrence of any Milestone Payment, (i) an amount in cash equal to the Cash Amount, plus the applicable Milestone Payment, plus any Milestone Payment previously paid with respect to such Share, (continued in Footnote 5)

5. minus the per share exercise price of the option, minus (ii) any amount previously paid out for such option pursuant to any previous Milestone Payment.

Remarks:

/s/ Jeffrey A. Munsie, attorney-
in-fact 03/06/2023

** 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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