

Sientra, Inc.  
Form 4  
June 27, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Haines Timothy

(Last) (First) (Middle)

C/O ABINGWORTH LLP., 38  
JERMYN STREET

(Street)

LONDON, X0 SW1Y 6DN

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Sientra, Inc. [SIEN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/23/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 06/23/2016                           |  | A                              | (A) or (D)<br>V Amount Price<br>18,685 \$<br>(1) 6.69             | 18,685  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 2,199,012   | I  | See Notes (2) (3)                 |

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

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SEC 1474 (9-02)

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**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Haines Timothy<br>C/O ABINGWORTH LLP,<br>38 JERMYN STREET<br>LONDON, X0 SW1Y 6DN | X             | X         |         |       |

## Signatures

/s/ Matthew Pigeon, Attorney-in-fact for Timothy Haines 06/27/2016

\*\*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 common stock underlying this grant of restricted stock will vest on the earlier to occur of: (i) the day prior to the annual meeting of stockholders for the fiscal year following the date of grant or (ii) the one (1) year anniversary of the annual meeting of stockholders on which this award was granted, subject to continued service.
- Consists of (i) 1,099,506 shares held of record by Abingworth Bioventures V LP, or ABV V, and (ii) 1,099,506 shares held of record by Abingworth Bioventures V Co-Invest Growth Equity Fund LP, or AGE. ABV V and AGE are collectively referred to as the "Abingworth Funds." The investment manager of the Abingworth Funds is Abingworth LLP, or Abingworth. Abingworth Bioventures V GP LP, or Abingworth GP, a Scottish limited partnership, serves as the general partner of each of the Abingworth Funds. Abingworth General Partner V LLP, a Scottish limited liability partnership, serves as the general partner of Abingworth GP. Abingworth GP (acting by its general partner Abingworth General Partner V LLP) has delegated to Abingworth all investment and dispositive power over the shares held by the Abingworth Funds.
- (3) The reporting person holds the reported securities indirectly through the Abingworth Funds. The reporting person disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein. This report shall not be deemed an admission that the reporting person, the Abingworth Funds or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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