SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* Chapman Marcus	2. Date of Event Requiring State (Month/Day/Yea 04/18/2019	ment	3. Issuer Name and Ticker or Trading Symbol Seres Therapeutics, Inc. [MCRB]					
(Last)(First)(Middle)C/O SERES THERAPEUTICS, INC.200 SIDNEY STREET			4. Relationship of Reporting Pers (Check all applicable) Director X Officer (give title below)	on(s) to Issue 10% Owne Other (spe below)	er (Mor cify 6. In	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 		
(Street) CAMBRIDGE MA 02139			See Remark	KS		Form filed b	y One Reporting Person y More than One erson	
(City) (State) (Zip)								
	Table I - Nor	n-Derivat	ive Securities Beneficial	ly Owned				
1. Title of Security (Instr. 4)			2. Amount of Securities 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		t (D) (Instr	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
			e Securities Beneficially ints, options, convertible		s)			
1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration Da (Month/Day/	ate	3. Title and Amount of Securi Underlying Derivative Securi		4. Conversion or Exercise	e Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiratior Date	n Title	Amount or Number of Shares	Price of Derivative Security (I) (Instr. 5)			
Stock Option (Right to Buy)	(1)	03/24/2025	5 Common Stock	25,000	15.77	D		
Stock Option (Right to Buy)	(2)	01/31/2026	6 Common Stock	12,500	26.2	D		
Stock Option (Right to Buy)	(3)	01/25/2027	7 Common Stock	10,000	9.89	D		
Stock Option (Right to Buy)	(4)	01/29/2028	3 Common Stock	18,000	10.42	D		
Restricted Stock Units	(5)	(6)	Common Stock	12,000	(7)	D		
Stock Option (Right to Buy)	(8)	01/31/2029	Common Stock	23,000	6.38	D		

Explanation of Responses:

1. The option is fully vested and exercisable.

2. The option has vested as to 25% of the shares on February 1, 2017. The remainder of the shares will vest or have vested in 12 equal quarterly installments thereafter.

3. The option has vested as to 25% of the shares on January 26, 2018. The remainder of the shares will vest or have vested in 12 equal quarterly installments thereafter.

4. The option has vested as to 25% of the shares on January 30, 2019. The remainder of the shares will vest or have vested in 12 equal quarterly installments thereafter.

5. These restricted stock units will vest in full on November 1, 2019.

6. Not applicable.

7. Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.

8. This option will vest as to 25% of the shares on February 1, 2020. The remainder of the shares will vest in 12 equal quarterly installments thereafter.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney Principal Financial and Accounting Officer

/s/ Thomas J. DesRosier, Attorney-in-fact for Marcus Chapman Date

04/24/2019

** Signature of Reporting Person

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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, as of this 11th day of March, 2019, that the undersigned hereby constitutes and appoints the Chief Executive Officer of Seres Therapeutics, Inc. (the "Company"), who is currently Eric D. Shaff, and the Chief Legal Officer of the Company who is currently Thomas J. DesRosier, or any or each of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4, and 5 in accordance with Section 16(a) of the Exchange Act and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and/or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date first written above.

/s/ Marcus Chapman ------Signature

Marcus Chapman

Printed Name