

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Pomerantz Roger</u>  _____ (Last) (First) (Middle) <u>C/O SERES THERAPEUTICS, INC.</u> <u>215 FIRST STREET</u>  _____ (Street) <u>CAMBRIDGE MA 02142</u>  _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Seres Therapeutics, Inc. [ MCRB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/02/2016</u>	
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	05/02/2016		M		43,687	A	\$0.71	66,414	D	
Common Stock	05/02/2016		S <sup>(1)</sup>		35,438	D	\$28.95 <sup>(2)</sup>	30,976	D	
Common Stock	05/02/2016		S <sup>(1)</sup>		8,249	D	\$29.59 <sup>(3)</sup>	22,727	D	
Common Stock	05/03/2016		M		23,680	A	\$0.71	46,407	D	
Common Stock	05/03/2016		S <sup>(1)</sup>		16,338	D	\$27.8 <sup>(4)</sup>	30,069	D	
Common Stock	05/03/2016		S <sup>(1)</sup>		7,142	D	\$28.44 <sup>(5)</sup>	22,927	D	
Common Stock	05/03/2016		S <sup>(1)</sup>		200	D	\$29.32	22,727	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 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						Amount or Number of Shares
Stock Option (right to buy)	\$0.71	05/02/2016		M			43,687	(6)	08/07/2024	Common Stock	43,687	\$0.00	1,624,564	D	
Stock Option (right to buy)	\$0.71	05/03/2016		M			23,680	(6)	08/07/2024	Common Stock	23,680	\$0.00	1,600,884	D	

**Explanation of Responses:**

- The sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 26, 2016.
- The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$28.39 to \$29.39. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$29.395 to \$30.00. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$27.2 to \$28.18. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$28.21 to \$29.16. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The option vested as to 25% of the shares subject to the option on June 1, 2015. The remainder of the shares have vested or will vest in 12 equal quarterly installments thereafter.

**Remarks:**

/s/ Eric Shaff Attorney-in-fact 05/04/2016

\*\* 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.

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.

