Otonomy, Inc.
Form 3
August 12, 2014

FORM 3

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

OMB APPROVAL	
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INITIAL STATEMENT OF 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 *
Â MCKEARN JOHN P
(Last) (First) (Middle)

C/O RIVERVEST VENTURE PARTNERS,Â 7733 FORSYTH BOULEVARD, SUITE 1650
(Street)

ST. LOUIS,Â MOÂ 63105
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
08/12/2014

3. Issuer Name **and** Ticker or Trading Symbol
Otonomy, Inc. [OTIC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		or Indirect (I) (Instr. 5)	
Series B Preferred Stock	Â [1]	Â [1]	Common Stock	155,609	$ [1]	I	See footnotes [2] [4]
Series C Preferred Stock	Â [1]	Â [1]	Common Stock	481,342	$ [1]	I	See footnotes [2] [4]
Series D Preferred Stock	Â [1]	Â [1]	Common Stock	141,101	$ [1]	I	See footnotes [2] [4]
Series B Preferred Stock	Â [1]	Â [1]	Common Stock	42,265	$ [1]	I	See footnotes [3] [4]
Series C Preferred Stock	Â [1]	Â [1]	Common Stock	130,741	$ [1]	I	See footnotes [3] [4]
Series D Preferred Stock	Â [1]	Â [1]	Common Stock	38,325	$ [1]	I	See footnotes [3] [4]
Series C Preferred Stock Warrant (right to buy)	Â [5]	08/18/2014	Series C Preferred Stock [1]	19,085	$ 8.79	I	See footnotes [2] [4]
Series C Preferred Stock Warrant (right to buy)	Â [5]	08/18/2014	Series C Preferred Stock [1]	16,700	$ 8.79	I	See footnotes [2] [4]
Series C Preferred Stock Warrant (right to buy)	Â [5]	08/18/2014	Series C Preferred Stock [1]	5,184	$ 8.79	I	See footnotes [3] [4]
Series C Preferred Stock Warrant (right to buy)	Â [5]	08/18/2014	Series C Preferred Stock [1]	4,536	$ 8.79	I	See footnotes [3] [4]

Reporting Owners

Reporting Owner Name / Address	**Relationships**			
	Director	10% Owner	Officer	Other
MCKEARN JOHN P C/O RIVERVEST VENTURE PARTNERS 7733 FORSYTH BOULEVARD, SUITE 1650 ST. LOUIS,Â MOÂ 63105	Â X	Â	Â	Â

Signatures

/s/ John McKearn	08/12/2014
**Signature of Reporting Person	Date

Explanation of Responses:

* 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).

(1) Each of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock shall automatically convert into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and has no expiration date.

(2) The securities are held of record by RiverVest Venture Fund II, L.P.

(3) The securities are held of record by RiverVest Venture Fund II (Ohio), L.P.

(4) The Reporting Person is an authorized person of RiverVest Venture Partners II, LLC, the general partner of RiverVest Venture Partners II, L.P. RiverVest Venture Partners II, L.P. is the sole member of RiverVest Venture Partners II (Ohio), LLC, the general partner of RiverVest Venture Fund II (Ohio), L.P. RiverVest Venture Partners II, L.P. is also the general partner of RiverVest Venture Fund II, L.P. As an authorized person of RiverVest Venture Partners II, LLC, the Reporting Person may be deemed to share dispositive voting and investment power with respect to the shares held by these entities. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(5) The warrants are immediately exercisable.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney