

Tracon Pharmaceuticals, Inc.
Form SC 13G/A
January 22, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)¹

TRACON Pharmaceuticals, Inc.
(Name of Issuer)

Common Stock, \$.001 par value
(Title of Class of Securities)

89237H100
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 89237H100

- NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON
1. Johnson & Johnson
EIN: 22-1024240
2. CHECK THE APPROPRIATE BOX (a) ☐
IF A MEMBER OF A GROUP (b) ☐
3. SEC USE ONLY
- CITIZENSHIP OR PLACE OF ORGANIZATION
4. New Jersey
5. SOLE VOTING POWER -0-
NUMBER OF 6. SHARED VOTING POWER 840,022
SHARES 7. SOLE DISPOSITIVE POWER -0-
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
8. SHARED DISPOSITIVE POWER 840,022
9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON 840,022
10. CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN ☐
SHARES
11. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN 4.8%
ROW (9)
12. TYPE OF REPORTING PERSON CO

* Based on 17,511,928 shares of Common Stock outstanding as of November 3, 2017, as reported in the Issuer's Report on Form 10Q for the period ended September 30, 2017 filed with the Securities and Exchange Commission on November 7, 2017.

CUSIP No. 89237H100

NAME OF REPORTING PERSON	
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
1.	Johnson & Johnson Innovation-JJDC, Inc. EIN: 22-2007137
2.	CHECK THE APPROPRIATE BOX (a) <input type="checkbox"/> IF A MEMBER OF A GROUP (b) <input type="checkbox"/>
3.	SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION	
4.	New Jersey
5. SOLE VOTING POWER -0-	
NUMBER OF	6. SHARED VOTING POWER 840,022
SHARES	7. SOLE DISPOSITIVE POWER -0-
BENEFICIALLY	
OWNED BY	
EACH	
REPORTING	8. SHARED DISPOSITIVE POWER 840,022
PERSON	
WITH	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 840,022
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN <input type="checkbox"/> SHARES
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.8%
12.	TYPE OF REPORTING PERSON CO

* Based on 17,511,928 shares of Common Stock outstanding as of November 3, 2017, as reported in the Issuer's Report on Form 10Q for the period ended September 30, 2017 filed with the Securities and Exchange Commission on November 7, 2017.

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AMENDMENT NO. 1 TO SCHEDULE 13G (FINAL AMENDMENT)

Reference is hereby made the statement on Schedule 13G filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Common Stock of the Issuer on October 31, 2016 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are amended and restated to read in their entirety as follows:

OWNERSHIP:

ITEM (a) through (c)

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The information requested hereunder is incorporated by reference to the cover pages to this Amendment No. 1 to Schedule 13G.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that the Reporting Persons have ceased to be beneficial owners of more than five percent of the Common Stock, check the following: [X].

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CUSIP No. 89237H100

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 22 , 2018

JOHNSON & JOHNSON

By: /s/ Thomas J. Spellman III
Name: Thomas J. Spellman III
Title: Secretary

JOHNSON & JOHNSON
INNOVATION-JJDC, INC.

By: /s/ Kevin Norman
Name: Kevin Norman
Title: Assistant Secretary