FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGE

	OMB APP	RUVAL
ES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-0287
	Estimated average burd	ourden

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).

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* <u>Kherani Aftab</u>				2. Issuer Name and Ticker or Trading Symbol TRANSENTERIX INC. [TRXC]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
			-						_			X Directo	or		10% Ow	ner	
(F	First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 05/28/2014										Other (s below)	pecify		
ENTH AV	ENUE, 30TH FL	LOOR															
				4. If Amendment, Date of Original Filed (Month/Day/Year)						6. 1	6. Individual or Joint/Group Filing (Check Applicable						
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ORK N	ΙΥ	10106										X Form 1	filed by One	Repo	rting Persor	1	
														e than	One Repor	ting	
(5	State)	(Zip)										F 61301					
	Tab	ile I - Non-	-Derivati	ve Se	curities	s Ac	auired. D	isposed	of	f. or Ber	neficial	ly Owned	<u> </u>				
Caarriin (la							<u> </u>	<del>-</del>						· ·	manahin .	7. Nature	
Date				Year)	Execution Date, if any	Transacti Code (Ins	on Dispos	n Disposed Of (D) (Instr. 3,			Securition Benefici Owned I	Securities Beneficially Owned Following		: Direct   0 Indirect   I str. 4)   0	of Indirect Beneficial Ownership (Instr. 4)		
							Code V	e V Amount (A)		(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)					
	-							•	•		-	Owned					
Derivative Conversion Date		if any	on Date, Transa Code (				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
			Code	e v	(A)	(D)	Date Exercisable	Expiratio Date		Title	Amount or Number of Shares						
	05/28/2014				20,000	H	(1)	05/28/202	+	Common	20,000	\$0.00	20,000				
	(Security (Instance of Price of Derivative	(First)  /ENTH AVENUE, 30TH FI  ORK NY  (State)  Tab  Security (Instr. 3)  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  /ENTH AVENUE, 30TH FLOOR  ORK NY 10106  (State) (Zip)  Table I - None  Security (Instr. 3)  Table II - L  ((Instr. 3)	(First) (Middle)  (First) (Middle)  (FIRTH AVENUE, 30TH FLOOR  ORK NY 10106  (State) (Zip)  Table I - Non-Derivative (Month/Day/)  Security (Instr. 3)  Table II - Derivative (e.g., puts  Conversion or Exercise Price of Derivative Security  Ork NY 10106  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)	TRAN  (First) (Middle)  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (Lostro Date (Month/Day/Year)  (Month/Day/Year)  3. 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If Amendment, Date of Exercise Accurity (Instr. 3)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Transaction Date (Month/Day/Year)  Transaction Date (Month/Day/Year)  Transaction Code (Instr. 8)  Transaction Date (A) or Disposed of (D) (Instr. 3, 4 and 5)	TRANSENTERIX INC.  TRANSENTERIX INC.  3. Date of Earliest Transaction (Mont 05/28/2014  4. If Amendment, Date of Original File  Table I - Non-Derivative Securities Acquired, Diate (Month/Day/Year)  Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, options, if any (Month/Day/Year)  Table III - Derivative Securities Acquired, Discording any (Month/Day/Year)  Table III - Derivative Securities Acquired, Discording any (Month/Day/Year)  Table III - Derivative Securities Acquired, Discording any (Month/Day/Year)  Table III - Derivative Securities Acquired, Discording any (Month/Day/Year)  Table III - Derivative Securities Acquired, Discording any (Month/Day/Year)  Table III - Derivative Securities Acquired, Discording any (Month/Day/Year)  Table III - Derivative Securities Acquired of Derivative Securities Acquired (A) or Derivative	TRANSENTERIX INC. [TRXC]  TRANSENTERIX INC. [TRXC]  TRANSENTERIX INC. [TRXC]  3. Date of Earliest Transaction (Month/Day/Yea 05/28/2014  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversion or Exercise Price of Derivative Security  Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversion or Exercise Price of Derivative Security  Security  Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversion of Execution Date, if any (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (Disposed of (Disposed of (D) (Instr. 3), 4 and 5)  Date Exercisable and Expiration Date (Month/Day/Year)  Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration Date (Month/Day/Year)  Date Expiration Date (Month/Day/Year)  Date Expiration Date (Month/Day/Year)	(First) (Middle)  (State) (Zip)   Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Conversion or Exercise Price of Derivative Security  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Security  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Expiration	TRANSENTERIX INC. [ TRXC ]  3. Date of Earliest Transaction (Month/Day/Year) 05/28/2014  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Bere (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, Or Bere (e.g., puts, calls, warrants, options, convertible security Security  2. Transaction Date (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired, Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year)  2. Code (Instr. Original Filed (Month/Day/Year)  5. Number of Date (Month/Day/Year)  6. Date Exercisable and Execution Date (Month/Day/Year)  7. Title and Code (Instr. Original Filed (Month/Day/Year)  8. Securities Acquired, Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year)  7. Title and Code (Instr. Original Filed (Month/Day/Year)  8. Date (Instr. San)  9. Date Exercisable and (Month/Day/Year)  9. Date Exercisable and (Month/Day/Year)  9. Date Exercisable Expiration Date (Month/Day/Year)  10. Date Exercisable Expiration Date (Month/Day/Year)	TRANSENTERIX INC. [TRXC]  (Chi Aftab  (First) (Middle) (First) (Middle) (First) (Middle) (FIRTH AVENUE, 30TH FLOOR  (State) (Zip)  (State) (Zip)  (State) (Zip)  (A. If Amendment, Date of Original Filed (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Chi TRXC]  (A. If Amendment, Date of Original Filed (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Chi TRXC]  (Chi TRXC]  (Chi TRXC]  (Chi TRXC]  (A. If Amendment, Date of Original Filed (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code V Amount (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Code V Amount (A) or Disposed of (D) (Instr. 3)  (Code V Amount (A) or Disposed of (D) (Instr. 3)  (A) Or Disposed Of (D) (Instr. 3)  (Code V Amount (A) or Disposed Of (D) (Instr. 3)  (Code V Amount (A) or Disposed Of (D) (Instr. 3)  (Code V Amount (A) or Disposed Of (D) (Instr. 3)  (Code V Amount (A) or Disposed Of (D) (Instr. 3)  (Code V Amount (A) or Disposed Of (D) (Instr. 3)  (Code V Amount (C) Or Disposed Of (D) (Instr. 3)  (Code V Amount (C) Or Disposed Of (D) (Instr. 3)  (Code V (A) Or Disposed Of (D) (Instr. 3)  (Code V (A) Or Disposed Of (D) (Instr. 3)  (Code V (A) Or Disposed Of (D) (Instr. 3)  (Code V (A) Or Disposed Of (D) (Instr. 3)  (Code V (A) Or Disposed Of (D) (Instr. 3)  (Code V (A) Or Disposed Of (D) (Instr. 3)  (Code V (A) Or Disposed Of (D) (Instr. 3)  (Code V (A) Or Disposed Of (D) (Instr. 3)  (Code V (A) Or Disposed Of (D) (Instr. 3)  (Code V (A) Or Disposed Of (D) (Instr. 3)  (Code V (A) Or Disposed Of (D) (Instr. 3)  (Code V (A) Or Disposed Of (D) (Instr. 3)  (Code V (A) Or Disposed Of (D) (Instr. 3)  (Code V (A) Or Disposed Of (D) (Instr. 3)  (Code V (A) Or Disposed Of (D) (Instr. 3)  (Cod	TRANSENTERIX INC. [ TRXC ]  TR	TRANSENTERIX INC. [TRXC]  (Check all applicable) X Director Officer (give title below)  (First) (Middle)  (First) (Middl	TRANSENTERIX INC. [ TRXC ]  (First) (Middle)  (State) (Zip)  (Month/Day/Year) (Month/Day/Year)  (Mont	TRANSENTERIX INC. [TRXC]  (Check all applicable) X Director 10% Ownership of Date (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned  Table II - Derivative Security Securities Acquired (Disposed of, or Beneficially Owned  Table II - Derivative Security Securities	

## **Explanation of Responses:**

1. Vests 25% per quarter on each quarterly anniversary of the date of grant with the final vesting on the first anniversary of the date of grant.

## Remarks:

/s/Joshua Weingard, as

Attorney-in-Fact for Aftab R.

Kherani, M.D.

\*\* Signature of Reporting Person

05/30/2014

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.

POWER OF ATTORNEY

For Executing Forms 3, 4 and 5

Know all persons by these presents, that the undersigned hereby constitutes and appoints each of Joshua Weingard and Joseph P. Slattery, and each or either of them, his true and lawful attorney-in-fact to:

- (1) prepare and/or execute for and on behalf of the undersigned, in the undersigned's capacity as a director of TransEnterix, Inc. (the "Company"), Forms 3, 4 and 5 to report transactions in the Company's securities reportable by the undersigned in accordance with the provisions of Section 16(a) of the Securities Exchange Act of 1934, as amended and the rules and regulations promulgated thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the preparation and execution of any such Form 3, 4 or 5, and any amendment thereto, and the timely filing of any such Form 3, 4 or 5, and any amendment thereto, with the United States Securities and Exchange Commission and any other authority, 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 his or her discretion; and
- resign as attorney-in-fact and appoint, as a replacement attorney-in-fact, any employee of the Company's legal or finance department at the time of such resignation; provided that such resigning and replacement attorneys-in-fact shall send notice to the undersigned of any such replacement. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and 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 or revocation, hereby ratifying and confirming all that such attorney-in-fact, or any replacement attorney-in-fact, 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, and any replacement 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 Securities Exchange Act of 1934, as amended or the rules and regulations promulgated thereunder.

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 this 30th of May, 2014.

/s/Aftab R. Kherani, M.D. Signature

Aftab R. Kherani, M.D. Print Name