

**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>Smith Eric A</u>  (Last) (First) (Middle) <u>C/O TRANSENERIX, INC.</u> <u>635 DAVIS DRIVE, SUITE 300</u>  (Street) <u>MORRISVILLE NC 27560</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TRANSENERIX, INC. [ TRXC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Commercial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2020</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 <sup>(1)</sup>	02/04/2020		M		12,821	A	\$0.00	12,821	D	
Common Stock <sup>(1)</sup>	02/04/2020		F <sup>(2)</sup>		4,486	D	\$1.28	8,335	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 Securities 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						Title
Restricted Stock Units <sup>(1)(3)</sup>	\$0.00	02/04/2020		A		8,975		(4)	(4)	Common Stock	8,975	\$0.00	17,949	D	
Restricted Stock Units <sup>(1)(3)</sup>	\$0.00	02/04/2020		A		1,282		(5)	(5)	Common Stock	1,282	\$0.00	2,565	D	
Restricted Stock Units <sup>(1)(3)</sup>	\$0.00	02/04/2020		A		2,564		(6)	(6)	Common Stock	2,564	\$0.00	5,129	D	

**Explanation of Responses:**

- Effective December 11, 2019, the Registrant effected a reverse stock split of its common stock at a ratio of one-for-thirteen shares. The amounts set forth in this Form 4 have been adjusted to reflect the reverse stock split.
- This transaction represents the payment of a tax liability on the lapse of forfeiture restrictions on a derivative security and acquisition of the underlying shares.
- Each restricted stock unit ("RSU") represents the right to receive one share of the Registrant's common stock.
- Lapse of forfeiture restrictions on one-third of a RSU award granted on February 6, 2019. Forfeiture restrictions will lapse on the remaining RSUs in two installments of 8,974 and 8,975 on each of February 4, 2021 and 2022, as long as the Reporting Person remains in the employ of the Registrant, subject to acceleration as set forth in the Incentive Plan and the Reporting Person's Employment Agreement with the Company.
- Lapse of forfeiture restrictions on one-third of a RSU award granted on November 2, 2018. Forfeiture restrictions will lapse on the remaining RSUs in two installments of 1,282 and 1,283 on each of July 3, 2020 and 2021, as long as the Reporting Person remains in the employ of the Registrant, subject to acceleration as set forth in the Incentive Plan and the Reporting Person's Employment Agreement with the Company.
- Lapse of forfeiture restrictions on one-third of a RSU award granted on August 31, 2018. Forfeiture restrictions will lapse on the remaining RSUs in two installments of 2,564 and 2,565 on each of August 31, 2020 and 2021, as long as the Reporting Person remains in the employ of the Registrant, subject to acceleration as set forth in the Incentive Plan and the Reporting Person's Employment Agreement with the Company.

**Remarks:**

/s/Joshua Weingard, as  
Attorney-in-Fact for Eric A. Smith      02/06/2020

\*\* 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.