

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden 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>Fernando Anthony C. J.</u> (Last) (First) (Middle) C/O TRANSENERIX, INC. 635 DAVIS DRIVE, SUITE 300 (Street) MORRISVILLE NC 27560 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 06/08/2020	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	Amount or Number of Shares				
Stock Option	\$0.82	06/08/2020		A		550,000		(1)	06/08/2027	Common Stock	550,000	\$0.00	550,000	D	
Restricted Stock Unit	(2)	06/08/2020		A		160,000		(3)	(3)	Common Stock	160,000	\$0.00	160,000	D	
Restricted Stock Unit	(2)	06/08/2020		A		240,000		(4)	(4)	Common Stock	240,000	\$0.00	240,000	D	
Restricted Stock Unit	(2)	06/08/2020		A		550,000		(5)	(5)	Common Stock	550,000	\$0.00	550,000	D	

Explanation of Responses:

- The stock options vest one-third annually on each of June 8, 2021, June 8, 2022 and June 8, 2023. Subject to acceleration of vesting in full upon consummation of a change in control of the Registrant.
- Each restricted stock unit represents the right to receive one share of the Registrant's common stock.
- Forfeiture restrictions will lapse on the restricted stock units in three installments of 53,333, 53,333 and 53,334 on each of February 4, 2021, 2022, and 2023, as long as the Reporting Person remains in continuous service during the vesting period, subject to acceleration as set forth in the Registrant's Amended and Restated Incentive Compensation Plan and the Reporting Person's Employment Agreement with the Registrant.
- Represents performance-based restricted stock units with time-based vesting in three equal installments of 80,000 on each of February 4, 2021, 2022 and 2023, and performance-based vesting only if, during the three year performance period ended June 8, 2023, the Registrant's stock price is equal to or greater than \$1.00 for twenty consecutive trading days.
- Forfeiture restrictions will lapse on the restricted stock units on the first anniversary of the date of grant, as long as the Reporting Person remains in continuous service during the vesting period.

Remarks:

/s/ Joshua Weingard, as attorney-in-fact for Anthony C.J. Fernando 06/10/2020

** 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.

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