

| OMB APPROVAL             |           |
|--------------------------|-----------|
| OMB Number:              | 3235-0287 |
| Estimated average burden |           |
| hours per response:      | 0.5       |

**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

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>Pope Todd</u><br><br>(Last) (First) (Middle)<br><u>C/O TRANSENERIX, INC.</u><br><u>635 DAVIS DRIVE, SUITE 300</u><br><br>(Street)<br><u>MORRISVILLE NC 27560</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>TRANSENERIX INC. [ TRXC ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President and CEO</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/04/2019</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                    | 02/04/2019                           |  | M                              |   | 286,778   | A          | \$0.00 | 939,277   | D  |   |
| Common Stock                    | 02/04/2019                           |  | F <sup>(1)</sup>               |   | 86,861  | D          | \$2.57 | 852,416   | 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   | Amount or Number of Shares |  |  |   |  |
| Stock Option                               | \$2.47   | 02/06/2019                           |  | A                              |   | 920,000  |     | (2)  | 02/06/2029      | Common Stock  | 920,000                    | \$0.00                                     | 920,000  | D   |  |
| Restricted Stock Units                     | (3)  | 02/06/2019                           |  | A                              |   | 613,000  |     | (4)  | (4)             | Common Stock  | 613,000                    | \$0.00                                     | 613,000  | D   |  |
| Restricted Stock Units                     | (3)  | 02/04/2019                           |  | M                              |   | 89,556   |     | (5)  | (5)             | Common Stock  | 89,556                     | \$0.00                                     | 179,111  | D   |  |
| Restricted Stock Units                     | (3)  | 02/04/2019                           |  | M                              |   | 104,000  |     | (5)  | (5)             | Common Stock  | 104,000                    | \$0.00                                     | 208,000  | D   |  |
| Restricted Stock Units                     | (3)  | 02/04/2019                           |  | M                              |   | 52,667   |     | (5)  | (5)             | Common Stock  | 52,667                     | \$0.00                                     | 52,666   | D   |  |
| Restricted Stock Units                     | (3)  | 02/04/2019                           |  | M                              |   | 40,555   |     | (5)  | (5)             | Common Stock  | 40,555                     | \$0.00                                     | 0  | D   |  |

**Explanation of Responses:**

- 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.
- Vests 25% on the first anniversary of the date of grant and 1/48th of the entire award monthly on the vesting date anniversary for 36 months, subject to acceleration as set forth in the Incentive Plan and the Reporting Person's Employment Agreement with the Company.
- 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 substantially equal annual installments of 204,334, 204,333 and 204,333 on February 4, 2020, 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.
- Forfeiture restrictions will lapse as to 1/3rd of the restricted stock units on February 4 of each of the first three years following the date of grant, 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 Todd Pope 02/06/2019

\*\* 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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