

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
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1. Name and Address of Reporting Person * <u>Pope Todd</u> (Last) (First) (Middle) <u>C/O TRANSENTERIX, 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>TRANSENTERIX 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) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/04/2014</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	09/04/2014 ⁽¹⁾		M		25,200	A	\$0.35	25,200	D	
Common Stock	09/04/2014 ⁽¹⁾		S		25,200	D	\$3.78	0	D	
Common Stock	09/05/2014 ⁽¹⁾		M		14,800	A	\$0.35	14,800	D	
Common Stock	09/05/2014 ⁽¹⁾		S		14,800	D	\$3.63	0	D	
Common Stock	09/08/2014 ⁽¹⁾		M		10,000	A	\$0.35	10,000	D	
Common Stock	09/08/2014 ⁽¹⁾		S		10,000	D	\$3.6	0	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
Stock Option	\$0.35 ⁽²⁾	09/04/2014 ⁽¹⁾		M			25,200	09/15/2009	09/15/2018	Common Stock	25,200	\$0.00	106,491 ⁽²⁾	D	
Stock Option	\$0.35 ⁽²⁾	09/05/2014 ⁽¹⁾		M			14,800	12/15/2009	09/15/2018	Common Stock	14,800	\$0.00	91,691 ⁽²⁾	D	
Stock Option	\$0.35 ⁽²⁾	09/08/2014 ⁽¹⁾		M			10,000	04/15/2010	09/15/2018	Common Stock	10,000	\$0.00	81,691 ⁽²⁾	D	

Explanation of Responses:

- 1. The transaction occurred pursuant to a written trading plan dated August 14, 2014 meeting the requirements of Rule 10b5-1(c).
- 2. Reflects a five-for-one reverse stock split effected on March 31, 2014.

Remarks:

/s/Joshua Weingard, as 09/08/2014
Attorney-in-Fact for Todd Pope

** 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.