

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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> AISLING CAPITAL III LP </u> (Last) (First) (Middle) 888 SEVENTH AVENUE, 12TH FLOOR (Street) NEW YORK NY 10106 (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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former 10% Owner
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2015	
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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							8,335,819 ⁽¹⁾	I	By Aisling Capital III, LP ⁽²⁾⁽³⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u> AISLING CAPITAL III LP </u> (Last) (First) (Middle) 888 SEVENTH AVENUE, 12TH FLOOR (Street) NEW YORK NY 10106 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u> Aisling Capital Partners III LLC </u> (Last) (First) (Middle) C/O AISLING CAPITAL LLC 888 SEVENTH AVENUE, 12TH FLOOR (Street) NEW YORK NY 10106 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u> Aisling Capital Partners III LP </u> (Last) (First) (Middle)

C/O AISLING CAPITAL LLC
888 SEVENTH AVENUE, 12TH FLOOR

(Street)
NEW YORK NY 10106

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ELMS STEVE

(Last) (First) (Middle)

C/O AISLING CAPITAL LLC
888 SEVENTH AVENUE, 12TH FLOOR

(Street)
NEW YORK NY 10106

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SCHIFF ANDREW N

(Last) (First) (Middle)

C/O AISLING CAPITAL LLC
888 SEVENTH AVENUE, 12TH FLOOR

(Street)
NEW YORK NY 10106

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Purcell Dennis J

(Last) (First) (Middle)

C/O AISLING CAPITAL LLC
888 SEVENTH AVENUE, 12TH FLOOR

(Street)
NEW YORK NY 10106

(City) (State) (Zip)

Explanation of Responses:

1. On March 31, 2014, the Issuer implemented a reverse stock split of its common stock at a ratio of 1-for-5.
2. These shares of common stock are owned directly by Aisling, and held indirectly by Aisling Capital Partners III, LP ("Aisling GP"), as general partner of Aisling, Aisling Capital Partners III LLC ("Aisling Partners"), as general partner of Aisling GP, and each of the individual managing members of Aisling Partners. The individual managing members (collectively, the "Managers") of Aisling Partners are Dennis Purcell, Dr. Andrew Schiff and Steve Elms. Aisling GP, Aisling Partners and the Managers share voting and dispositive power over the shares directly held by Aisling. (cont'd in FN 3)
3. (cont'd from FN 2) Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein only to the extent of its pecuniary interest therein. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that the any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

[See Signatures on Exhibit 99.1](#) [02/05/2016](#)

** 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.

FORM 4 JOINT FILER INFORMATION

Names of Joint Filers:

Aisling Capital III, LP
Aisling Capital Partners III, LP
Aisling Capital Partners III LLC
Steve Elms
Andrew N. Schiff, M.D.
Dennis J. Purcell

Address of Joint Filers:

c/o Aisling Capital Partners LLC
888 Seventh Avenue
New York, NY 10106

Designated Filer: Aisling Capital III, LP

Issuer and Ticker Symbol: TransEnterix, Inc. [TRXC]

Signatures of Joint Filers:

AISLING CAPITAL III, LP

By: Aisling Capital Partners III, LP
General Partner

By: Aisling Capital Partners III LLC
General Partner

By: /s/ Lloyd Appel

Name: Lloyd Appel

Title: CFO

AISLING CAPITAL PARTNERS III, LP

By: Aisling Capital Partners III LLC
General Partner

By: /s/ Lloyd Appel

Name: Lloyd Appel

Title: CFO

AISLING CAPITAL PARTNERS III LLC

By: /s/ Lloyd Appel

Name: Lloyd Appel

Title: CFO

/s/ Steve Elms

Steve Elms

/s/ Andrew Schiff

Andrew Schiff

/s/ Dennis Purcell

Dennis Purcell
