

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Foster Alan Charles</u> _____ (Last) (First) (Middle) <u>C/O OTONOMY, INC.</u> <u>4796 EXECUTIVE DRIVE</u> _____ (Street) <u>SAN DIEGO CA 92121</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/16/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>OTONOMY, INC. [OTIC]</u>	
		4. 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 Scientific Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) _____
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	51,403 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(2)	01/19/2028	Common Stock	35,000	5.675	D	
Stock Option (right to buy)	(2)	01/19/2028	Common Stock	15,000	5.675	D	
Stock Option (right to buy)	(2)	01/19/2028	Common Stock	17,000	5.675	D	
Stock Option (right to buy)	(2)	01/19/2028	Common Stock	20,000	5.675	D	
Stock Option (right to buy)	02/01/2019 ⁽³⁾	02/01/2028	Common Stock	70,000	5.8	D	
Stock Option (right to buy)	01/15/2020 ⁽³⁾	01/15/2029	Common Stock	80,000	2.02	D	
Stock Option (right to buy)	01/15/2021 ⁽³⁾	01/15/2030	Common Stock	80,000	3.54	D	
Stock Option (right to buy)	01/15/2022 ⁽³⁾	01/15/2031	Common Stock	60,000	5.2	D	

Explanation of Responses:

- Includes 50,000 Restricted Stock Units ("RSUs"). Twenty-five percent (25%) of the RSUs will vest on the one (1) year anniversary of March 23, 2021 (the "Vesting Commencement Date") and seventy-five percent (75%) of the RSUs will vest on the two-year anniversary of the Vesting Commencement Date, subject to the Reporting Person's continued service as of each such vesting date.
- The shares subject to the option are fully vested and exercisable.
- One-fourth (1/4) of the shares subject to the option vest on the one (1) year anniversary of the Vesting Commencement Date, and one forty-eighth (1/48) of the shares vest monthly thereafter, subject to the Reporting Person's continued service as of each such vesting date.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Paul E. Cayer, by
power of attorney,

** Signature of Reporting Person

04/20/2021

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 5 (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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Otonomy, Inc. (the "Company"), hereby constitutes and appoints David A. Weber and Paul E. Cayer, and each of them, the undersigned's true and lawful attorneys-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this April 14th, 2021.

Signature: /s/ Alan Charles Foster
Print Name: Alan Charles Foster