

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* LOU MEAU ERIC J (Last) (First) (Middle) C/O OTONOMY, INC. 4796 EXECUTIVE DRIVE (Street) SAN DIEGO CA 92121 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol OTONOMY, INC. [OTIC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) GC & Chief Compliance Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/19/2018	
	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			

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				
Employee Stock Option (right to buy)	\$31.59	01/19/2018		D		100,000		(1)	05/14/2025	Common Stock	100,000	(2)	0	D	
Employee Stock Option (right to buy)	\$14.44	01/19/2018		D		70,000		(3)	02/28/2026	Common Stock	70,000	(4)	0	D	
Employee Stock Option (right to buy)	\$14	01/19/2018		D		50,000		(5)	03/05/2027	Common Stock	50,000	(6)	0	D	
Employee Stock Option (right to buy)	\$5.675	01/19/2018		A		66,666		(7)	01/18/2026	Common Stock	66,666	(2)	66,666	D	
Employee Stock Option (right to buy)	\$5.675	01/19/2018		A		46,666		(8)	01/18/2026	Common Stock	46,666	(4)	46,666	D	
Employee Stock Option (right to buy)	\$5.675	01/19/2018		A		33,333		(9)	01/18/2026	Common Stock	33,333	(6)	33,333	D	

Explanation of Responses:

- One-fourth (1/4) of the total number of shares initially subject to the option vest on May 15, 2016, and one forty-eighth (1/48) of the shares vest monthly thereafter.
- On January 19, 2018, in connection with the Issuer's option exchange program, the Issuer cancelled an option for 100,000 shares of common stock granted to the Reporting Person on May 15, 2015. In exchange, the Reporting Person received an option grant for 66,666 shares of common stock with exercise price of \$5.675 per share.
- One-fourth (1/4) of the shares subject to the option vest on March 1, 2017 and one forty-eighth (1/48) of the shares vest monthly thereafter.
- On January 19, 2018, in connection with the Issuer's option exchange program, the Issuer cancelled an option for 70,000 shares of common stock granted to the Reporting Person on March 1, 2016. In exchange, the Reporting Person received an option grant for 46,666 shares of common stock with exercise price of \$5.675 per share.
- One-fourth (1/4) of the shares subject to the option vest on March 6, 2018 and one forty-eighth (1/48) of the shares vest monthly thereafter.
- On January 19, 2018, in connection with the Issuer's option exchange program, the Issuer cancelled an option for 50,000 shares of common stock granted to the Reporting Person on March 6, 2017. In exchange, the Reporting Person received an option grant for 33,333 shares of common stock with exercise price of \$5.675 per share.
- Of the 66,666 total shares subject to the option, 52,777 shares vest on January 19, 2019. Of the remaining 13,889 shares subject to the option, one-third (1/3) of these shares vest on January 19, 2019, and one thirty-sixth (1/36) of these shares vest monthly thereafter.
- Of the 46,666 total shares subject to the option, 27,222 shares vest on January 19, 2019. Of the remaining 19,444 shares subject to the option, one-third (1/3) of these shares vest on January 19, 2019, and one thirty-sixth (1/36) of these shares vest monthly thereafter.
- Of the 33,333 total shares subject to the option, 11,111 shares vest on January 19, 2019. Of the remaining 22,222 shares subject to the option, one-third (1/3) of these shares vest on January 19, 2019, and one thirty-sixth (1/36) of these shares vest monthly thereafter.

Remarks:

/s/ Paul E. Cayer, by power of 01/23/2018

[attorney](#)

** 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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