

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

<p>1. Name and Address of Reporting Person*</p> <p><u>Lichter Jay</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O OTONOMY, INC.</u></p> <p><u>4796 EXECUTIVE DRIVE</u></p> <hr/> <p>(Street)</p> <p><u>SAN DIEGO CA 92121</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>OTONOMY, INC. [OTIC]</u></p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p>Officer (give title below) Other (specify below)</p>
<p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>02/23/2021</u></p>		<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>		

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	02/23/2021		S		173,005	D	\$2.888 ⁽¹⁾	1,309,383	I	See footnote ⁽²⁾
Common Stock	02/24/2021		S		324,651	D	\$2.982 ⁽³⁾	984,732	I	See footnote ⁽²⁾
Common Stock	02/25/2021		S		200,739	D	\$2.954 ⁽⁴⁾	783,993	I	See footnote ⁽²⁾
Common Stock	02/23/2021		S		95,113	D	\$2.888 ⁽¹⁾	719,860	I	See footnote ⁽⁵⁾
Common Stock	02/24/2021		S		178,484	D	\$2.982 ⁽³⁾	541,376	I	See footnote ⁽⁵⁾
Common Stock	02/25/2021		S		110,361	D	\$2.954 ⁽⁴⁾	431,015	I	See footnote ⁽⁵⁾

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)					

Explanation of Responses:

- This sale price represents the weighted average sale price of the shares sold ranging from \$2.875 to \$2.945 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Holder will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- Shares are held by Avalon Ventures VIII, L.P. ("Avalon VIII"). The Reporting Person is a managing director of Avalon VIII and shares voting and dispositive power with respect to these shares.
- This sale price represents the weighted average sale price of the shares sold ranging from \$2.82 to \$3.14 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Holder will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- This sale price represents the weighted average sale price of the shares sold ranging from \$2.895 to \$3.02 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Holder will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- Shares are held by Avalon Ventures X, L.P. ("Avalon X"). The Reporting Person is a managing director of Avalon X and shares voting and dispositive power with respect to these shares.

Remarks:

/s/ Paul E. Cayer, Attorney-in-fact 02/25/2021

** 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.