

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Twiford J Rainer</u> (Last) (First) (Middle) <u>8910 UNIVERSITY CENTER LANE</u> <u>SUITE 700</u> (Street) <u>SAN DIEGO</u> <u>CA</u> <u>92122</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tracon Pharmaceuticals, Inc. [TCON]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2015</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	02/04/2015		C		657,552	A	(1)	657,552	I	By Brookline Tracon Investment Fund II, LLC ⁽²⁾
Common Stock								10,029	I	By MCT Investments, LLC ⁽³⁾
Common Stock								437,210	I	By Brookline Tracon Investment Fund, LLC ⁽²⁾
Common Stock								49,380	I	By CSA Biotechnology Fund I, LLC ⁽²⁾
Common Stock								93,460	I	By CSA Biotechnology Fund II, LLC ⁽²⁾

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Redeemable Convertible Preferred Stock	(1)	02/04/2015		C		1,610,150	(1)	(1)	Common Stock	416,059	\$0.00	0	I	By Brookline Tracon Investment Fund II, LLC ⁽²⁾
Series B Redeemable Convertible Preferred Stock	(1)	02/04/2015		C		934,579	(1)	(1)	Common Stock	241,493	\$0.00	0	I	By Brookline Tracon Investment Fund II, LLC ⁽²⁾

Explanation of Responses:

1. In connection with the Issuer's initial public offering, the preferred stock automatically converted into shares of the Issuer's common stock at the rate of 1 share of common stock for each 3.87 shares of preferred stock. The preferred stock had no expiration date.
2. The Reporting Person has voting and dispositive power over these shares and disclaims beneficial ownership except to the extent of his pecuniary interest therein.
3. The reporting person's spouse has voting and investment power with respect to the shares held by MCT Investments, LLC.

Remarks:

/s/ Patricia L. Bitar, Attorney-in- 02/05/2015

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.