

☐ 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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Brookline Tracon Investment Fund II, LLC</u> (Last) (First) (Middle) <u>C/O BROOKLINE INVESTMENTS INC.</u> <u>2501 TWENTIETH PLACE SOUTH, STE 275</u> (Street) <u>BIRMINGHAM AL 35223</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) Director <input checked="" type="checkbox"/> 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 <input type="checkbox"/> 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	D	
Common Stock								437,210	I	By Brookline Tracon Investment Fund, LLC
Common Stock								49,380	I	By CSA Biotechnology Fund I, LLC
Common Stock								93,460	I	By CSA Biotechnology Fund II, LLC

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	D	
Series B Redeemable Convertible Preferred Stock	(1)	02/04/2015		C		934,579	(1)	(1)	Common Stock	241,493	\$0.00	0	D	

1. Name and Address of Reporting Person* <u>Brookline Tracon Investment Fund II, LLC</u> (Last) (First) (Middle) <u>C/O BROOKLINE INVESTMENTS INC.</u> <u>2501 TWENTIETH PLACE SOUTH, STE 275</u> (Street) <u>BIRMINGHAM AL 35223</u> (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>BROOKLINE TRACON INVESTMENT FUND LLC</u>
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(Last)	(First)	(Middle)
C/O BROOKLINE INVESTMENTS INC.		
2501 TWENTIETH PLACE SOUTH, STE 275		
(Street)		
BIRMINGHAM	AL	35223
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
CSA Biotechnology Fund I, Ilc		
(Last)	(First)	(Middle)
C/O BROOKLINE INVESTMENTS INC.		
2501 TWENTIETH PLACE SOUTH, STE 275		
(Street)		
BIRMINGHAM	AL	35223
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
CSA Biotechnology Fund II, LLC		
(Last)	(First)	(Middle)
C/O BROOKLINE INVESTMENTS INC.		
2501 TWENTIETH PLACE SOUTH, STE 275		
(Street)		
BIRMINGHAM	AL	35223
(City)	(State)	(Zip)

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.

Remarks:

/s/ Patricia L. Bitar, Attorney-in-Fact	02/05/2015
Patricia L. Bitar, Attorney-in-Fact	02/04/2015
Patricia L. Bitar, Attorney-in-Fact	02/04/2015
Patricia L. Bitar, Attorney-in-Fact	02/04/2015
** 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.