

Otonomy, Inc.  
 Form 3  
 August 12, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
 OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                |  |
| Cayer Paul E                              |         | (Month/Day/Year)                     | Otonomy, Inc. [OTIC]   |  |
| (Last)                                    | (First) | (Middle)                             | 08/12/2014   |  |
| C/O OTONOMY, INC., 6275                   |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| NANCY RIDGE DRIVE                         |         |                                      |  |  |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| SAN DIEGO, CA 92121                       |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | CFO/Ch. Business Offer & Sec.  |  |

**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                    | 7,110   | D  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 control number.**

**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 of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                                      | Date Exercisable | Expiration Date |              | Amount or Number of Shares |         | or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------|----------------------------|---|
| Employee Stock Option (right to buy) | Â (1)            | 06/16/2020      | Common Stock | 8,532                      | \$ 2.82 | D                          | Â |
| Employee Stock Option (right to buy) | Â (2)            | 11/19/2020      | Common Stock | 29,863                     | \$ 3.17 | D                          | Â |
| Employee Stock Option (right to buy) | Â (3)            | 09/18/2022      | Common Stock | 19,908                     | \$ 1.06 | D                          | Â |
| Employee Stock Option (right to buy) | Â (4)            | 12/20/2023      | Common Stock | 141,541                    | \$ 1.76 | D                          | Â |
| Employee Stock Option (right to buy) | Â (5)            | 06/03/2024      | Common Stock | 85,039                     | \$ 6.33 | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| Cayer Paul E<br>C/O OTONOMY, INC.<br>6275 NANCY RIDGE DRIVE<br>SAN DIEGO, CA 92121 | Â             | Â         | Â CFO/Ch. Business Offcr & Sec. | Â     |

## Signatures

/s/ Paul E. Cayer 08/12/2014

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) One-fourth of the shares subject to the option vested on June 16, 2011 and one forty-eighth of the shares vest monthly thereafter.
- (2) One-fourth of the shares subject to the option vested on November 19, 2011 and one forty-eighth of the shares vest monthly thereafter.
- (3) One-fourth of the shares subject to the option vested on September 18, 2013 and one forty-eighth of the shares vest monthly thereafter.
- (4) One-fourth of the shares subject to the option vest on September 1, 2014 and one forty-eighth of the shares vest monthly thereafter.
- (5) One-fourth of the shares subject to the option vest on April 23, 2015 and one forty-eighth of the shares vest monthly thereafter.

Â

### Remarks:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.