

SIENTRA, INC.
Reported by
HAINES TIMOTHY

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 11/03/14 for the Period Ending 10/29/14

| | |
|-------------|---|
| Address | 420 SOUTH FAIRVIEW AVENUE SUITE 200 SANTA BARBARA, CA 93117 |
| Telephone | (805) 562-3500 |
| CIK | 0001551693 |
| Symbol | SIEN |
| Fiscal Year | 12/31 |

FORM 4

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

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 * Haines Timothy <small>(Last) (First) (Middle)</small> C/O ABINGWORTH LLP,, 38 JERMYN STREET <small>(Street)</small> LONDON, X0 SW1Y 6DN <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol Sientra, Inc. [SIEN] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p style="text-align: center;">10/29/2014</p> | | 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 |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 10/29/2014 | | P | | 495000 (1) | A | \$15.00 | 2199012 | I | See Notes (2) (3) |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 of Derivative Security: 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 | | | | |

Explanation of Responses:

- (1) These shares were purchased in connection with the Issuer's initial public offering of Common Stock.
- (2) Consists of (i) 247,500 shares held of record by Abingworth Bioventures V LP, or ABV V, and (ii) 247,500 shares held of record by Abingworth Bioventures V Co-Invest Growth Equity Fund LP, or AGE. ABV V and AGE are collectively referred to as the "Abingworth Funds." The investment manager of the Abingworth Funds is Abingworth LLP, or Abingworth. Abingworth Bioventures V GP LP or "Abingworth GP", a Scottish limited partnership, serves as the general partner of each of the Abingworth Funds. Abingworth General Partner V LLP, a Scottish limited liability partnership, serves as the general partner of Abingworth GP. Abingworth GP (acting by its general partner Abingworth General Partner V LLP) has delegated to Abingworth all investment and dispositive power over the shares held by the Abingworth Funds. The reporting person holds the reported securities indirectly through Abingworth.
- (3) The reporting person is part of an investment committee of Abingworth, which approves investment and voting decisions by a majority vote, and no individual member has the sole control or voting power over the shares held by the Abingworth Funds. The reporting person disclaims beneficial ownership of all shares held of record by the Abingworth Funds. This report shall not be deemed an admission that the reporting person, Abingworth or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

| | | | | |
|--|---|---|--|--|
| Haines Timothy C/O ABINGWORTH LLP, 38 JERMYN STREET LONDON, X0 SW1Y 6DN | X | X | | |
|--|---|---|--|--|

Signatures

/s/ Joel Smith, Attorney-in-fact for Timothy Haines

11/3/2014

** 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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