

REVA Medical, Inc.
Form 4
June 20, 2017

FORM 4

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

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).

STATEMENT OF CHANGES IN 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 *
GOLDMAN SACHS GROUP INC

(Last) (First) (Middle)
200 WEST STREET,
(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
REVA Medical, Inc. [RVA:AX]

3. Date of Earliest Transaction
(Month/Day/Year)
06/16-04:00/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)
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Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date
Stock Options (right to buy)	(2)	06/16-04:00/2017			P		166,500		06/16-04:00/2017	06/16-04:00/2022
8.00% Convertible Notes	(4)	06/16-04:00/2017			P		\$ 3,700,000 <u>(4)</u>		<u>(4)</u>	06/16-04:00/2022

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282				
GOLDMAN SACHS INTERNATIONAL PETERBOROUGH COURT 133 FLEET STREET LONDON EC4A 2BB				

Signatures

/s/ Yvette Kosic,
Attorney-in-fact

06/20-04:00/2017

**Signature of Reporting Person

Date

/s/ Yvette Kosic,
Attorney-in-fact

06/20-04:00/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman Sachs International ("GSI" and, together with GS Group, the "Reporting Persons"). GSI is a wholly-owned subsidiary of GS Group. The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any.

(2) On June 16, 2017, GSI acquired 166,500 stock options ("Stock Options") which confers the right to subscribe for one share of Reva Medical, Inc. common stock at par value \$0.0001 (the "Common Stock") at an exercise price of either: (i) \$5.00, if the Stock Option is exercised before an IPO or a pre-IPO share sale with net proceeds to the issuer of greater than \$25,000,000 ("Subsequent Financing"); or (ii) if the Stock Option is exercised after an IPO or Subsequent Financing has occurred, the greater of (A) the applicable Subsequent Financing Price or IPO Price (as the case may be), but in no event to exceed \$7.212 and (B) \$5.00.

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- (3) Consideration was paid jointly by the Reporting Persons for the 166,500 Stock Options and 37 8.00% Convertible Notes for total consideration of \$3,700,000.

On June 16, 2017, GSI acquired 37 convertible notes with a face value of \$100,000 each (the "8.00% Convertible Notes") that are convertible at any time into shares of Common Stock. The conversion price for the 8.00% Convertible Notes will initially be \$8.655 per share of common stock (or \$0.8655 per CDI), subject to adjustment as further described in the Prospectus for Offering of Convertible Notes and Options dated April 24, 2017. The number of shares of Common Stock to be issued upon conversion of the 8.00% Convertible Notes is determined by dividing the face value of the 8.00% Convertible Note converted by the conversion price in effect on the conversion date.

- (5) GS Group may be deemed to beneficially own indirectly, an aggregate face value of \$3,700,000 of the 8.00% Convertible Notes and 166,500 Stock Options by reason of GSI's direct beneficial ownership of the 8.00% Convertible Notes and the Stock Options.

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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