

Tobira Therapeutics, Inc.
Form 3
September 29, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Â Allergan plc

(Last) (First) (Middle)

CLONSHAUGH BUSINESS
AND TECHNOLOGY
PARK,,Â COOLOCK, CO.

(Street)

DUBLIN,Â L2Â D17 E400

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

09/19/2016

3. Issuer Name and Ticker or Trading Symbol
Tobira Therapeutics, Inc. [TBRA]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (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 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, par value \$0.001

0 (1) (2) (3)

I (1) (2) (3) See Footnotes (1) (2) (3)

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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Allergan plc CLONSHAUGH BUSINESS AND TECHNOLOGY PARK, COOLOCK, CO. DUBLIN, L2 D17 E400	Â	Â X	Â	Â
Allergan Holdco US, Inc. 2444 DUPONT DRIVE IRVINE, CA 92612	Â	Â X	Â	Â
Sapphire Acquisition Corp. MORRIS CORPORATE CENTER III 400 INTERPACE PARKWAY PARSIPPANY, NJ 07054	Â	Â X	Â	Â

Signatures

Allergan plc, By: /s/ A. Robert D. Bailey, Name: A. Robert D. Bailey, Title: Chief Legal Officer and Corporate Secretary	09/29/2016
____Signature of Reporting Person	Date
Allergan Holdco US, Inc., By: /s/ Matthew Brady, Name: Matthew Brady, Title: Secretary	09/29/2016
____Signature of Reporting Person	Date
Sapphire Acquisition Corp., By: /s/ Sigurd Kirk, Name: Sigurd Kirk, Title: Vice President	09/29/2016
____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) This Form 3 is being jointly filed on behalf of Allergan plc ("Allergan"), Allergan Holdco US, Inc. ("Allergan Holdco") and Sapphire Acquisition Corp. ("Sapphire") (collectively, the "Reporting Persons"). Allergan is the indirect parent company of Sapphire. Sapphire is a wholly-owned direct subsidiary of Allergan Holdco. Allergan Holdco is a wholly-owned indirect subsidiary of Allergan. Because of the relationship of Sapphire to Allergan Holdco and Allergan, each such Reporting Person may be deemed to beneficially own the common stock. The Reporting Persons declare that the filing of this Form 3 shall not be construed as an admission that the Reporting Persons are the beneficial owners of any securities reported in this Form 3.
- (2) The Reporting Persons are filing this Form 3 solely due to the entry into the Tender and Support Agreement (the "Support Agreement") by and between Allergan Holdco, Sapphire and certain stockholders of Tobira Therapeutics, Inc. ("Tobira"). The Support Agreement was entered into in connection with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 19, 2016, by and among Allergan Holdco, Sapphire and Tobira. For additional information regarding the Support Agreement and the Merger Agreement, see Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on September 29, 2016.
- (3) As a result of certain provisions contained in the Support Agreement, the Reporting Persons may be deemed to have beneficial ownership of the shares of common stock covered by the Support Agreement (an aggregate of 6,838,661 shares, which represent approximately 36.3% of Tobira's total outstanding shares based on 18,821,231 shares of common stock outstanding as of September 15, 2016 (based on the representation by Tobira in the Merger Agreement)) for purposes of Section 13(d) of the Securities Exchange Act of 1934, as

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amended (the "Exchange Act"). The Reporting Persons expressly disclaim any beneficial ownership of the securities reported herein, and the Reporting Persons do not have any pecuniary interest (as defined in Rule 16a-1(a)(2) of the Exchange Act) in any of the shares subject to the Support Agreement.

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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