

Wentworth Kerry
Form 3
December 29, 2017

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
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 | |
| Wentworth Kerry | | (Month/Day/Year) | Flexion Therapeutics Inc [FLXN] | |
| (Last) | (First) | (Middle) | 12/21/2017 | |
| C/O FLEXION THERAPEUTICS, INC., 10 MALL ROAD, SUITE 301 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| BURLINGTON, MA 01803 | | | <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 |
| | | | Chief Regulatory Officer | |

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 | 5,077 | D | À |
| Common Stock | 6,000 | I | By spouse |

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

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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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Employee Stock Option (right to buy) | Â (1) | 11/02/2024 | Common Stock | 24,000 | \$ 19.61 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 01/20/2025 | Common Stock | 10,000 | \$ 22.91 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 11/03/2025 | Common Stock | 10,000 | \$ 18.16 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 01/03/2026 | Common Stock | 20,000 | \$ 18.2 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 12/19/2026 | Common Stock | 35,000 | \$ 18.56 | D | Â |
| Restricted Stock Unit Award | Â (6) | 10/06/2019 | Common Stock | 6,800 | \$ (7) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wentworth Kerry C/O FLEXION THERAPEUTICS, INC. 10 MALL ROAD, SUITE 301 BURLINGTON, MA 01803 | Â | Â | Â Chief Regulatory Officer | Â |

Signatures

/s/ Mark S. Levine,
Attorney-in-Fact

12/29/2017

__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) 1/4 of the shares subject to the option vest one year after November 3, 2014, with 1/48th of the shares vesting monthly thereafter over the next 3 years.
 - (2) 1/4 of the shares subject to the option vest one year after January 21, 2015, with 1/48th of the shares vesting monthly thereafter over the next 3 years.
 - (3) 1/4 of the shares subject to the option vest one year after November 4, 2015, with 1/48th of the shares vesting monthly thereafter over the next 3 years.
 - (4) 1/4 of the shares subject to the option vest one year after January 4, 2016, with 1/48th of the shares vesting monthly thereafter over the next 3 years.
 - (5) 1/4 of the shares subject to the option vest one year after December 20, 2016, with 1/48th of the shares vesting monthly thereafter over the next 3 years.

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- (6) 3,400 shares subject to the restricted stock unit award vest as of October 6, 2018 and the remaining 3,400 shares vest as of October 6, 2019.
- (7) Each restricted stock unit award represents a contingent right to receive one share of the Issuer's common stock.

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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