

REVA Medical, Inc.
Form 4
February 17, 2016

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/12-05:00/2016

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

NEW YORK, NY 10282

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

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

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.0001 per share	02/12-05:00/2016		X		4,375,000	A	\$ 2.6
					4,375,000	I	

See footnotes (1) (2) (4)

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

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SEC 1474 (9-02)

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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 Derivative Security	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 Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title of Underlying Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Options (right to buy)	\$ 2.6	02/12-05:00/2016		X	4,375,000	(2)	11/14-05:00/2019	Common Stock, value \$0.00 per share
7.54% Convertible Notes	(3)					(3)	11/14-05:00/2019	Common Stock, value \$0.00 per share

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 Kusic, Attorney-in-fact 02/17-05:00/2016

**Signature of Reporting Person Date

/s/ Yvette Kusic, Attorney-in-fact 02/17-05:00/2016

**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)

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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 February 12, 2016, GSI exercised 100% of 4,375,000 options (the "Options") to purchase the common stock, par value \$0.0001 per share (the "Common Stock") of Reva Medical, Inc. (the "Company") at a purchase price of A\$3.00/US\$2.60 per share. Total purchase price of Common Stock upon exercise of the Options was \$11,406,937.50.

- (3) The 125 convertible notes with a face value of \$100,000 each (the "Convertible Notes") are convertible at any time into shares of Common Stock. The conversion price for the Convertible Notes will initially be A\$2.50 per share, subject to adjustment as further described in the Prospectus for Offering of Convertible Notes and Options, dated October 24, 2014 (the "Prospectus"). The number of shares of Common Stock to be issued upon conversion of the Convertible Notes is determined by dividing the face value of the Convertible Note converted (translated from US dollars into Australian dollars at the exchange rate fixed on the subscription date for the Convertible Note) by the conversion price in effect on the conversion date.

- (4) GS Group may be deemed to beneficially own indirectly, \$12,500,000 aggregate principal value of the Convertible Notes, by reason of GSI's direct beneficial ownership of the Convertible Notes. GS Group may also be deemed to beneficially own indirectly 4,375,000 shares of Common Stock by reason of GSI's direct beneficial ownership of the shares of 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. 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.