

Seres Therapeutics, Inc.
Form SC 13G
July 06, 2015

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

Seres Therapeutics, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

81750R 10 2

(CUSIP Number)

David S. Bakst, Esq.

Mayer Brown LLP

1221 Avenue of the Americas

New York, New York 10020

(212) 506-2551

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 25, 2015

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 81750R 10 2

1. NAME OF REPORTING PERSON:

Nestlé Health Science US Holdings, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) " (b) "

3. SEC USE ONLY:

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

5. SOLE VOTING POWER:

0

6. SHARED VOTING POWER:

NUMBER OF
SHARES
BENEFICIALLY
BY OWNED BY
EACH
REPORTING
PERSON WITH:

6,888,888

7. SOLE DISPOSITIVE POWER:

0

8. SHARED DISPOSITIVE POWER:

6,888,888

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

6,888,888

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

17.7%*

12. TYPE OF REPORTING PERSON:

CO

* The percent of the class reported is based on 38,961,765 shares of the Issuer's common stock outstanding as of the closing date of the initial public offering as reported in the Issuer's initial public offering final prospectus filed with the SEC on June 26, 2015.

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CUSIP No. 81750R 10 2

1. NAME OF REPORTING PERSON:

NIMCO US, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) " (b) "

3. SEC USE ONLY:

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

5. SOLE VOTING POWER:

0

6. SHARED VOTING POWER:

NUMBER OF
SHARES

BENEFICIALLY
BY OWNED BY
EACH

6,888,888

7. SOLE DISPOSITIVE POWER:

REPORTING
PERSON WITH:

0

8. SHARED DISPOSITIVE POWER:

6,888,888

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

6,888,888

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

17.7%*

12. TYPE OF REPORTING PERSON:

CO

* The percent of the class reported is based on 38,961,765 shares of the Issuer's common stock outstanding as of the closing date of the initial public offering as reported in the Issuer's initial public offering final prospectus filed with the SEC on June 26, 2015.

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CUSIP No. 81750R 10 2

1. NAME OF REPORTING PERSON:

Nestlé S.A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) (b)

3. SEC USE ONLY:

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

Switzerland

5. SOLE VOTING POWER:

0

6. SHARED VOTING POWER:

NUMBER OF
SHARES
BENEFICIALLY
BY OWNED BY
EACH
REPORTING
PERSON WITH:

6,888,888

7. SOLE DISPOSITIVE POWER:

0

8. SHARED DISPOSITIVE POWER:

6,888,888

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

6,888,888

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

17.7%*

12. TYPE OF REPORTING PERSON:

CO

* The percent of the class reported is based on 38,961,765 shares of the Issuer's common stock outstanding as of the closing date of the initial public offering as reported in the Issuer's initial public offering final prospectus filed with the SEC on June 26, 2015.

SCHEDULE 13G

Item 1(a). Name of Issuer:

Seres Therapeutics, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

215 First Street

Cambridge, MA 02142

Item 2(a). Name of Person Filing:

This statement is filed by:

Nestlé Health Science US Holdings, Inc. (NHS), a Delaware corporation, with respect to the shares of Common Stock (as defined in Item 2(d) below) directly held by it.

NIMCO US, Inc. (NIMCO), a Delaware corporation, with respect to the shares of Common Stock held by NHS, which is its wholly owned subsidiary.

Nestlé S.A. (Nestlé), corporation organized under the laws of Switzerland, with respect to the shares of Common Stock held by NHS, which is a wholly owned subsidiary of NIMCO, which is a wholly owned subsidiary of Nestlé.

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The address of the business office of each of NHS and NIMCO is 383 Main Ave., 5th Floor, Norwalk, CT 06851. The address of the business office of Nestlé is Avenue Nestlé 55, CH-1800, Vevey Switzerland.

Item 2(c). Citizenship:

NHS and NIMCO are corporations organized under the laws of the State of Delaware. Nestlé is a corporation organized under the laws of Switzerland.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.001 par value (the Common Stock)

Item 2(e). CUSIP Number:
81750R 10 2

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Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) .. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) .. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) .. A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J); and
- (k) .. Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d 1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

The information required by Items 4(a) (c) is set forth in Rows (5) (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person. The percentage set forth in Row (11) of the cover page for each Reporting Person is based on 38,961,765 shares of the Issuer's Common Stock outstanding as of the closing date of the initial public offering as reported in the Issuer's initial public offering final prospectus filed with the SEC on June 26, 2015.

NHS is a wholly owned subsidiary of NIMCO, which is a wholly owned subsidiary of Nestlé, a publicly traded company. Each of these entities may be deemed to share voting and investment power with respect to all shares of Common Stock held by NHS. Each of the Reporting Persons disclaims beneficial ownership of such shares of Common Stock except to the extent of its pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. "

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

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Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

- (1) The percent of the class reported is based on 38,961,765 shares of the Issuer's Common Stock outstanding as of the closing date of the initial public offering as reported in the Issuer's initial public offering final prospectus filed with the SEC on June 26, 2015.

LIST OF EXHIBITS

Exhibit

| No. | Description |
|------------|------------------------|
| I | Joint Filing Agreement |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated July 6, 2015

**NESTLÉ HEALTH SCIENCE US
HOLDINGS, INC.**

By: /s/ Andrew Glass
Name: Andrew Glass
Title: Asst. Secretary

NIMCO US, INC.

By: /s/ Gary Kirschenbaum
Name: Gary Kirschenbaum
Title: Vice President, Taxes

NESTLÉ S.A.

By: /s/ David P. Frick
Name: David P. Frick
Title: Secretary to the Board of Directors

EXHIBIT I

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED as of July 6, 2015

**NESTLÉ HEALTH SCIENCE US
HOLDINGS, INC.**

By: /s/ Andrew Glass
Name: Andrew Glass
Title: Asst. Secretary

NIMCO US, INC.

By: /s/ Gary Kirschenbaum
Name: Gary Kirschenbaum
Title: Vice President, Taxes

NESTLÉ S.A.

By: /s/ David P. Frick
Name: David P. Frick
Title: Secretary to the Board of Directors