

Sientra, Inc.  
 Form 3  
 October 28, 2014

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Smith Joel S.                           |         | (Month/Day/Year)                     | Sientra, Inc. [SIEN]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 10/28/2014                           |  |  |
| 420 SOUTH FAIRVIEW,,Â SUITE 200           |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
|   |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|   |         |                                      | (give title below)   | (specify below)                                      |
| SANTA BARBARA,Â CAÂ 93117                 |         |                                      | GC, Secretary and CCO  |  |
| (City)                                    | (State) | (Zip)                                | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> 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) |
|---------------------------------|---|--|---|

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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares   |   |

(Instr. 5)

|   |       |            |                 |        |          |   |   |
|---|-------|------------|-----------------|--------|----------|---|---|
| Employee Stock Option<br>(right to buy) | Â (1) | 07/09/2017 | Common<br>Stock | 38,545 | \$ 1.65  | D | Â |
| Employee Stock Option<br>(right to buy) | Â (2) | 01/14/2019 | Common<br>Stock | 16,000 | \$ 2.338 | D | Â |
| Employee Stock Option<br>(right to buy) | Â (3) | 04/18/2022 | Common<br>Stock | 29,090 | \$ 3.988 | D | Â |
| Employee Stock Option<br>(right to buy) | Â (4) | 04/24/2024 | Common<br>Stock | 12,727 | \$ 11    | D | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Smith Joel S.<br>420 SOUTH FAIRVIEW,<br>SUITE 200<br>SANTA BARBARA, CA 93117 | Â             | Â         | Â GC, Secretary and CCO | Â     |

## Signatures

/s/ Joel Smith 10/28/2014

\*\*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 stock option is fully vested.
- (2) This stock option is fully vested.
- (3) This stock option vests as follows: 1/4 vested on March 9, 2013, with the balance vesting in approximately equal installments on the last day of each full month following March 9, 2013 through February 29, 2016.
- (4) This stock option vests as follows: 1/4 vested on January 15, 2010, with the balance vesting in approximately equal installments on the last day of each full month following January 1, 2015 through June 30, 2015.

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### Remarks:

ExhibitÂ 24.Â PowerÂ ofÂ AttorneyÂ forÂ JoelÂ Smith.

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.