

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>AUERBACH MARK</u>  (Last) (First) (Middle) <u>99 HUDSON STREET</u> <u>5TH FLOOR</u>  (Street) <u>NEW YORK NY US 10013</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ASSEMBLY BIOSCIENCES, INC. [ ASMB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/10/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/14/2014</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (right to buy)	\$7.2 <sup>(1)</sup>	07/10/2014		A		64,000 <sup>(1)</sup>		(2)	07/10/2014	Common Stock	64,000 <sup>(1)</sup>	\$0	64,000 <sup>(1)</sup>	D	
Stock Options (right to buy) <sup>(4)</sup>	\$16.55							(1)	03/06/2023	Common Stock	2,000 <sup>(1)</sup>		0	D	
Stock Options (right to buy stock) <sup>(4)</sup>	\$39.1							(2)	11/08/2021	Common Stock	2,000 <sup>(1)</sup>		0	D	
Stock Options (right to buy stock) <sup>(4)</sup>	\$30							(3)	11/10/2020	Common Stock	7,000 <sup>(1)</sup>		0	D	

**Explanation of Responses:**

- Adjusted to reflect the 1-for-5 reverse stock split that occurred on July 11, 2014.
- The options will vest 1/3 on 7/11/2014, and the remaining 2/3 will vest in equal installments on the first and second anniversaries after 7/11/2014.
- The options vest 1/3 on 01/17/2013, and the remaining 2/3 will vest in equal installments on the first and second anniversaries after 01/17/2013.
- This award was canceled by mutual agreement of the reporting person and the Company in consideration of the options granted on 7/10/2014.

**Remarks:**

Table II - Option exercise price corrected.

/s/ Alexander M. Donaldson, by 10/07/2014  
Power of Attorney

\*\* Signature of Reporting Person Date

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

\* 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).

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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