

Senseonics Holdings, Inc.

Form 3

March 17, 2016

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 *

ROCHE FINANCE LTD

(Last) (First) (Middle)

GRENZACHERSTRASSE 122

(Street)

BASEL, V8 CH4070

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/17/2016

3. Issuer Name and Ticker or Trading Symbol

Senseonics Holdings, Inc. [SENS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group

Filing(Check Applicable Line)

____ Form filed by One Reporting Person

X 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)

Common stock

7,068,679

D (1) V8

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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				Shares		(I) (Instr. 5)	
Common stock purchase warrant	Â (2)	07/15/2021	Common stock	164,284	\$ 1.79	D (1)	Â
Common stock purchase warrant	Â (2)	11/01/2020	Common stock	809,450	\$ 1.79	D (1)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCHE FINANCE LTD GRENZACHERSTRASSE 122 BASEL,Â V8Â CH4070	Â	Â X	Â	Â
ROCHE HOLDING LTD GRENZACHERSTRASSE 122 BASEL,Â V8Â CH4070	Â	Â X	Â	Â

Signatures

/s/ Darren K. DeStefano, Attorney-in-Fact for Roche Finance Ltd 03/17/2016

__Signature of Reporting Person

Date

/s/ Darren K. DeStefano, Attorney-in-Fact for Roche Holding Ltd 03/17/2016

__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) Roche Finance Ltd is the direct beneficial owner of these securities of the Issuer. Roche Finance Ltd is a wholly owned subsidiary of Roche Holding Ltd. Roche Holding Ltd is the indirect beneficial owner of these securities of the Issuer. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein, if any. Each Reporting Person also disclaims beneficial ownership of any securities of the Issuer that may be or are beneficially owned by any other person or persons other than such Reporting Person. This Form 4 shall not be deemed an admission that any Reporting Person or other person is a beneficial owner of any securities of the Issuer for any purpose, other than the securities reported in this Form 4.

(2) Immediately exercisable.

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Remarks:

ExhibitÂ 24.1Â PowerÂ ofÂ Attorney

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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