

Senseonics Holdings, Inc.

Form 3

March 17, 2016

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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 ☒ 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☒ 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 <sup>(1)</sup> V8Reminder: 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 of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect6. 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.

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.