

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
CLARKE JOHN K			aTYR PHARMA INC [LIFE]		<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former 10% Owner	
(Last) (First) (Middle) C/O ATYR PHARMA, INC. 3545 JOHN HOPKINS COURT, SUITE 250			3. Date of Earliest Transaction (Month/Day/Year) 05/12/2015			
(Street) SAN DIEGO CA 92121			4. If Amendment, Date of Original Filed (Month/Day/Year)		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	
(City) (State) (Zip)						

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			
Common Stock	05/12/2015		C		92,306	A	(1)	104,878 ⁽²⁾	D	
Common Stock	05/12/2015		C		1,758,158	A	(3)	1,758,158 ⁽⁴⁾	I	See Footnote ⁽⁵⁾

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				
Series E Redeemable Convertible Preferred Stock	(1)	05/12/2015		C			893,655	(1)	(1)	Common Stock	92,306 ⁽²⁾	\$0.00	0	D	
Series A Redeemable Convertible Preferred Stock	(3)	05/12/2015		C			2,400,000	(3)	(3)	Common Stock	301,730 ⁽⁴⁾	\$0.00	0	I	See Footnote ⁽⁵⁾
Series B Redeemable Convertible Preferred Stock	(3)	05/12/2015		C			3,600,000	(3)	(3)	Common Stock	452,595 ⁽⁴⁾	\$0.00	0	I	See Footnote ⁽⁵⁾
Series B-2 Redeemable Convertible Preferred Stock	(3)	05/12/2015		C			4,320,173	(3)	(3)	Common Stock	543,136 ⁽⁴⁾	\$0.00	0	I	See Footnote ⁽⁵⁾
Series C Redeemable Convertible Preferred Stock	(3)	05/12/2015		C			2,127,660	(3)	(3)	Common Stock	267,491 ⁽⁴⁾	\$0.00	0	I	See Footnote ⁽⁵⁾
Series D Redeemable Convertible Preferred Stock	(3)	05/12/2015		C			1,536,787	(3)	(3)	Common Stock	193,206 ⁽⁴⁾	\$0.00	0	I	See Footnote ⁽⁵⁾

Explanation of Responses:

- The aggregate number of shares of Issuer's Preferred Stock held by the Reporting Person converted into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares converted into Common Stock on a 1-for-9.6814 basis.
- Reflects a 1-for 9.6814 stock conversion of the Issuer's Preferred Stock into Common Stock which became effective immediately prior to the closing of the Issuer's initial public offering.
- The aggregate number of shares of Issuer's Preferred Stock held by the Reporting Person converted into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares converted into Common Stock on a 1-for-7.95413 basis.
- Reflects a 1-for-7.95413 stock conversion of the Issuer's Preferred Stock into Common Stock which became effective immediately prior to the closing of the Issuer's initial public offering.

5. These shares are owned directly by CHP II, L.P. ("CHP"). The general partner of CHP is CHP II Management, LLC ("CHP Management"). The managing members of CHP Management, John Clarke, Brandon Hull and John Park, are deemed to have voting and dispositive power over the shares and may be deemed to beneficially own certain shares held by CHP. Each Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of such securities for Section 16 or any other purpose.

Remarks:

/s/ Nancy Krueger, as
Attorney-in-Fact

05/14/2015

** 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.

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 Number.