

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

<b>1. Name and Address of Reporting Person*</b> DP VII ASSOCIATES LP <hr/> (Last) (First) (Middle) C/O DOMAIN ASSOCIATES, LLC, ONE PALMER SQUARE <hr/> (Street) PRINCETON NJ 08542 <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 11/19/2014	<b>3. Issuer Name and Ticker or Trading Symbol</b> Neothetics, Inc. [NEOT]	
		<b>4. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b> <hr/> <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> 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 Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares <sup>M</sup>			
Series A Preferred Stock	(4)	(4)	Common Stock	2,061	\$ (4)	D (1) (2) (3)	
Series B Preferred Stock	(4)	(4)	Common Stock	19,485	\$ (4)	D (1) (2) (3)	
Series B-2 Preferred Stock	(4)	(4)	Common Stock	7,996	\$ (4)	D (1) (2) (3)	
Series C Preferred Stock	(4)	(4)	Common Stock	16,767	\$ (4)	D (1) (2) (3)	
Series B-2 Preferred Stock Warrant (Right to Buy)	(4)(5)	(4)(5)	Common Stock (5)	1,570	\$ 11.29	D (1) (2) (3)	
Series C Preferred Stock Warrant (Right to Buy)	(4)(5)	(4)(5)	Common Stock (5)	2,827	\$ 8.54	D (1) (2) (3)	

**Explanation of Responses:**

- The securities reported as directly beneficially owned by the Reporting Person may be deemed to be indirectly beneficially owned by each of the Reporting Owners listed below, each of whom is a managing member of One Palmer Square Associates VII, LLC, the sole general partner of the designated Reporting Person. Pursuant to Instruction 5(b)(iv) of Form 3, each such individual has elected to report as indirectly beneficially owned the entire number of securities owned by the designated Reporting Person, however each of them disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.
- As managing members of Domain Associates, LLC, each Reporting Owner listed below may also be deemed to indirectly beneficially own the securities of the Issuer held by Domain Associates, LLC., as reported on a Form 3 for Domain Associates, LLC filed on the same date as this Form 3.
- As managing members of the sole general partner of Domain Partners VII, L.P., each Reporting Owner listed below may also be deemed to indirectly beneficially own the securities of the Issuer held by Domain Partners VII, L.P., as reported on a Form 3 for Domain Partners VII, L.P. filed on the same date as this Form 3.
- All outstanding shares of the Issuer's preferred stock will automatically convert into Common Stock upon the closing of the Issuer's initial public offering (the "IPO") for no additional consideration. The preferred stock has no expiration date.
- Immediately prior to the closing of the IPO the Warrants will be net exercised for shares of Preferred Stock, which will then automatically convert into shares of Common Stock. The net exercise will be based on a fair market value of the IPO price of the Common Stock. If the Warrants are not exercised prior to the closing of the IPO they will terminate.

/s/ Kathleen K. Schoemaker, as managing Member of One Palmer Square Associates VII, LLC, General Partner of DP VII Associates, L.P., 11/19/2014  
individually and as attorney-in-fact for J. Blair, B. Dovey, J. Treu, N. Vitullo and B. Halak  
 \*\* 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 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).

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.**