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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. __)*

Tracon Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

89237H100

(CUSIP Number)

Louis S. Citron, Esq. New Enterprise Associates 1954 Greenspring Drive, Suite 600 Timonium, MD 21093 (410) 842-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 4, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1		REPORTING PERSONS.		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).			
	New Enterprise Associates 14 I P			
	New Enterprise Associates 14, L.P.			
2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o		
		(b) o		
2				
3	SEC USE ON	LY		
4	SOURCE OF	FUNDS (SEE INSTRUCTIONS)		
4	SOURCE OF	ronds (see instructions)		
	WC			
5	CHECK IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o		
J				
6	CITIZENSHII	P OR PLACE OF ORGANIZATION		
	Cayman Islan	ds		
	7	SOLE VOTING POWER		
NUMBER OF SHARES		0 shares		
BENEFICIALLY	, 8	SHARED VOTING POWER		
OWNED BY		1,888,474 shares		
EACH				
REPORTING	9	SOLE DISPOSITIVE POWER		
PERSON WITH		0 shares		
WIII	10	SHARED DISPOSITIVE POWER		
	10	SHARED DISFOSITIVE FOWER		
		1,888,474 shares		
11	AGGREGATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,888,474 sha	res		
12	CHECK IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	15.6%			
14	TYPE OF RE	PORTING PERSON (SEE INSTRUCTIONS)		
	PN			

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1	NAMES OF F	REPORTING PERSONS.		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).			
	NEA Partners 14, L.P.			
2		APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o		
		(b) o		
3	SEC USE ON	LY		
4	SOURCE OF	FUNDS (SEE INSTRUCTIONS)		
	AF			
5	CHECK IF DI	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o		
6	CITIZENSHII	P OR PLACE OF ORGANIZATION		
	Cayman Island	ds		
	7	SOLE VOTING POWER		
NUMBER OF		0 shares		
SHARES BENEFICIALLY	, 8	SHARED VOTING POWER		
OWNED BY		1,888,474 shares		
EACH REPORTING	9	SOLE DISPOSITIVE POWER		
PERSON WITH		0 shares		
WIIII	10	SHARED DISPOSITIVE POWER		
		1,888,474 shares		
11	AGGREGATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,888,474 sha	res		
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	15.6%			
14		PORTING PERSON (SEE INSTRUCTIONS)		
	PN			

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1	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).		
	NEA 14 GP, LTD		
2		APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o	
3	SEC USE ON	LY	
4		FUNDS (SEE INSTRUCTIONS)	
5	AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o		
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Cayman Island		
	7	SOLE VOTING POWER	
NUMBER OF		0 shares	
SHARES BENEFICIALLY	. 8	SHARED VOTING POWER	
OWNED BY		1,888,474 shares	
EACH REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON		0 shares	
WITH	10	SHARED DISPOSITIVE POWER	
	10		
11	ACCDECATE	1,888,474 shares	
11	AGGREGALE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,888,474 shar		
12	CHECK IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) \mathfrak{o}	
13	PERCENT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	15.6%		
		PORTING PERSON (SEE INSTRUCTIONS)	
	СО		
	0		

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1	NAMES OF I	DEDODTING DEDCONC	
1	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).		
_	M. James Bar		
2	CHECK THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o	
3	SEC USE ON	īLY	
4	SOURCE OF	FUNDS (SEE INSTRUCTIONS)	
	AF		
5	CHECK IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o	
6	CITIZENSHI	P OR PLACE OF ORGANIZATION	
	United States	citizen	
	7	SOLE VOTING POWER	
NUMBED OF		0 shares	
NUMBER OF SHARES	8	SHARED VOTING POWER	
BENEFICIALLY		SHALED VOTING FOWER	
OWNED BY EACH		1,888,474 shares	
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON WITH		0 shares	
	10	SHARED DISPOSITIVE POWER	
		1,888,474 shares	
11	AGGREGAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	1,888,474 sha		
12	CHECK IF I	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) \mathfrak{o}	
13	PERCENT O	F CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	15.6%		
14		PORTING PERSON (SEE INSTRUCTIONS)	
	IN		

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1		REPORTING PERSONS.		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY). Peter J. Barris			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o			
		(b) o		
3	SEC USE ON	LY		
4	SOURCE OF	FUNDS (SEE INSTRUCTIONS)		
	A.E.			
	AF			
5	CHECK IF DI	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o		
6	CITIZENSHII	P OR PLACE OF ORGANIZATION		
	United States	citizen		
	7	SOLE VOTING POWER		
	/	SOLE VOTING LOWER		
NUMBER OF		0 shares		
SHARES BENEFICIALLY	, 8	SHARED VOTING POWER		
OWNED BY		1,888,474 shares		
EACH REPORTING	9	SOLE DISPOSITIVE POWER		
PERSON	U			
WITH		0 shares		
	10	SHARED DISPOSITIVE POWER		
		1,888,474 shares		
11	AGGREGATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,888,474 sha			
12	CHECK IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	15 60/			
	15.6%			
14	TYPE OF RE	PORTING PERSON (SEE INSTRUCTIONS)		
	IN			

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1	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).		
	Forest Baskett		
2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o	
3	SEC USE ON	LY	
4	SOURCE OF	FUNDS (SEE INSTRUCTIONS)	
5	CHECK IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States of		
NUMBER OF	7	SOLE VOTING POWER 0 shares	
SHARES BENEFICIALLY OWNED BY	, 8	SHARED VOTING POWER 1,888,474 shares	
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER 0 shares	
WITH	10	SHARED DISPOSITIVE POWER	
		1,888,474 shares	
11	AGGREGATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,888,474 shai	res	
12	CHECK IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o	
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	15.6%		
14	TYPE OF REI	PORTING PERSON (SEE INSTRUCTIONS)	
	IN		

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	IN		
14	TYPE OF RE	EPORTING PERSON (SEE INSTRUCTIONS)	
	15.6%		
13	PERCENT O	F CLASS REPRESENTED BY AMOUNT IN ROW (11)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o		
	1,888,474 sha		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		1,888,474 shares	
	10	SHARED DISPOSITIVE POWER	
PERSON WITH		0 shares	
EACH REPORTING	9	SOLE DISPOSITIVE POWER	
OWNED BY		1,888,474 shares	
SHARES BENEFICIALLY	8	SHARED VOTING POWER	
NUMBER OF		0 shares	
	7	SOLE VOTING POWER	
	United States	citizen	
6	CITIZENSHI	IP OR PLACE OF ORGANIZATION	
5	CHECK IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED FORSUANT TO TTEMIS 2(0) of 2(0) of	
5	AF	VISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o	
4		FUNDS (SEE INSTRUCTIONS)	
3	SEC USE ON	ILY	
		(b) o	
2	Ryan D. Dran CHECK THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o	
1	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).		

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		• •	
1	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).		
	Anthony A. Florence, Jr.		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o		
3	SEC USE ONLY		
	SOURCE OF F AF	UNDS (SEE INSTRUCTIONS)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o		
6	CITIZENSHIP United States ci	OR PLACE OF ORGANIZATION	
	7	SOLE VOTING POWER	
NUMBER OF	,	0 shares	
SHARES BENEFICIALLY OWNED BY	. 8	SHARED VOTING POWER 1,888,474 shares	
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
WITH		0 shares	
	10	SHARED DISPOSITIVE POWER	
		1,888,474 shares	
11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,888,474 share	rs	
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	15.6%		
14	TYPE OF REP	ORTING PERSON (SEE INSTRUCTIONS)	
	IN		

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1	REPORTING PERSONS.		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY). Patrick J. Kerins		
2			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o		
3	SEC USE ON	IY	
U	SEC USE ONET		
4	SOURCE OF	FUNDS (SEE INSTRUCTIONS)	
_	AF		
5	CHECK IF DI	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o	
6	CITIZENSHII	P OR PLACE OF ORGANIZATION	
0	CITIZEROIIII		
	United States	citizen	
	7	SOLE VOTING POWER	
NUMBER OF SHARES		0 shares	
BENEFICIALLY	, 8	SHARED VOTING POWER	
OWNED BY		1,888,474 shares	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
WITH		0 shares	
	10	SHARED DISPOSITIVE POWER	
		1,888,474 shares	
11	AGGREGATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,888,474 shai		
12	CHECK IF IF	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) \mathfrak{o}	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	15.6%		
14	TYPE OF REI	PORTING PERSON (SEE INSTRUCTIONS)	
	TNI		
	IN		

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1	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).		
	Krishna S. Kolluri		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)		
5	AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o		
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
NUMBER OF	7	SOLE VOTING POWER 0 shares	
SHARES BENEFICIALLY OWNED BY	, 8	SHARED VOTING POWER 1,888,474 shares	
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER 0 shares	
WITH	10	SHARED DISPOSITIVE POWER	
	10	1,888,474 shares	
11	AGGREGATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,888,474 sha	res	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	15.6%		
14	TYPE OF RE	PORTING PERSON (SEE INSTRUCTIONS)	
	IN		

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1		REPORTING PERSONS.	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).		
	David M. Mott		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o		
		(b) o	
3	SEC USE ON	LY	
4	SOURCE OF	FUNDS (SEE INSTRUCTIONS)	
	AF		
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o	
6	CITIZENSHII	P OR PLACE OF ORGANIZATION	
-			
	United States	SOLE VOTING POWER	
	/		
NUMBER OF SHARES		0 shares	
BENEFICIALLY	, 8	SHARED VOTING POWER	
OWNED BY EACH		1,888,474 shares	
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON WITH		0 shares	
	10	SHARED DISPOSITIVE POWER	
		1,888,474 shares	
11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,888,474 sha	res	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o		
13	PERCENT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	15.6%		
		PORTING PERSON (SEE INSTRUCTIONS)	
	IN		

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4	NAMES OF		
1		REPORTING PERSONS.	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).		
	Scott D. Sandell		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o		
		(b) o	
3	SEC USE ON	ILY	
4	SOURCE OF	FUNDS (SEE INSTRUCTIONS)	
	AF		
5	CHECK IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o	
6	CITIZENSHI	P OR PLACE OF ORGANIZATION	
0	GITIZEI(OIII		
	United States	citizen	
	7	SOLE VOTING POWER	
NUMBER OF		0 shares	
SHARES	8		
BENEFICIALLY	ð	SHARED VOTING POWER	
OWNED BY		1,888,474 shares	
EACH REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			
WITH		0 shares	
	10	SHARED DISPOSITIVE POWER	
		1,888,474 shares	
11	AGGREGAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4 000 171 1		
	1,888,474 sha		
12	CHECK IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	15.6%		
14	TYPE OF RE	PORTING PERSON (SEE INSTRUCTIONS)	
	IN		
	:		

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1	NAMES OF REPORTING PERSONS.				
	I.R.S. IDENT	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).			
	Peter W. Sonsi	ini			
2					
2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o			
3	SEC USE ON	IY			
U	020 002 011				
4	SOURCE OF	FUNDS (SEE INSTRUCTIONS)			
_	AF				
5	CHECK IF DI	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o			
6	CITIZENSHII	P OR PLACE OF ORGANIZATION			
0	CITIZEROIIII				
	United States	citizen			
	7	SOLE VOTING POWER			
NUMBER OF		0 shares			
SHARES BENEFICIALLY	, 8	SHARED VOTING POWER			
OWNED BY		1,888,474 shares			
EACH					
REPORTING	9	SOLE DISPOSITIVE POWER			
PERSON WITH		0 shares			
*****	10	SHARED DISPOSITIVE POWER			
		1,888,474 shares			
11	AGGREGATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	1,888,474 shai				
12	CHECK IF IF	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) \mathfrak{o}			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	15.6%				
14	TYPE OF REI	PORTING PERSON (SEE INSTRUCTIONS)			
	TNI				
	IN				

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1	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).			
2	Ravi Viswana			
2	CHECK THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o		
3	SEC USE ON	۱LY		
4	SOLUDCE OF	F FUNDS (SEE INSTRUCTIONS)		
		FUNDS (SEE INSTRUCTIONS)		
	AF			
5	CHECK IF D	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o		
6	CITIZENSH	IP OR PLACE OF ORGANIZATION		
	United States	citizen		
	7	SOLE VOTING POWER		
NUMBER OF		0 shares		
SHARES BENEFICIALLY	. 8	SHARED VOTING POWER		
OWNED BY		1,888,474 shares		
EACH REPORTING	9	SOLE DISPOSITIVE POWER		
PERSON WITH		0 shares		
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	10	SHARED DISPOSITIVE POWER		
		1,888,474 shares		
11	AGGREGAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,888,474 sha	ares		
12	CHECK IF T	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o		
13	PERCENT O	F CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	15.6%			
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			
	IN			

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1	NAMES OF REP		RSONS. 5. OF ABOVE PERSONS (ENTITIES ONLY).
	Harry R. Weller		
2	-	PROPRIATE	BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o
			(b) o
3	SEC USE ONLY		
4	SOURCE OF FU	NDS (SEE IN	STRUCTIONS)
	AF		
5	CHECK IF DISC	LOSURE OF	LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o
6	CITIZENSHIP O	R PLACE OF	ORGANIZATION
	United States citi	zen	
	•	7	SOLE VOTING POWER
NU	JMBER OF		0 shares
	SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY			1,888,474 shares
RI	EACH EPORTING	9	SOLE DISPOSITIVE POWER
	PERSON		0 shares
	WITH	10	SHARED DISPOSITIVE POWER
		10	
11	ACCRECATE A	MOUNT BEN	1,888,474 shares IEFICIALLY OWNED BY EACH REPORTING PERSON
11			
10	1,888,474 shares		
12	CHECK IF THE	AGGKEGATI	E AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) \mathfrak{o}
13	PERCENT OF C	LASS REPRE	SENTED BY AMOUNT IN ROW (11)
	15.6%		
14	TYPE OF REPO	RTING PERS	ON (SEE INSTRUCTIONS)
	IN		

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Schedule 13D

Item 1. <u>Security and Issuer</u>.

This statement relates to the common stock, \$.001 par value (the "Common Stock") of Tracon Pharmaceuticals, Inc. (the "Issuer") having its principal executive office at 8910 University Center Lane, Suite 700, San Diego, California 92122.

Item 2. <u>Identity and Background</u>.

This statement is being filed by:

(a) New Enterprise Associates 14, L.P. ("NEA 14");

(b) NEA Partners 14, L.P. ("NEA Partners 14"), which is the sole general partner of NEA 14; and NEA 14 GP, LTD ("NEA 14 LTD" and, together with NEA Partners 14, the "Control Entities"), which is the sole general partner of NEA Partners 14; and

(c) M. James Barrett ("Barrett"), Peter J. Barris ("Barris"), Forest Baskett ("Baskett"), Ryan D. Drant ("Drant"), Anthony A. Florence, Jr. ("Florence"), Patrick J. Kerins ("Kerins"), Krishna S. Kolluri ("Kolluri"), David M. Mott ("Mott"), Scott D. Sandell ("Sandell"), Peter W. Sonsini ("Sonsini"), Ravi Viswanathan ("Viswanathan") and Harry R. Weller ("Weller") (together, the "Directors"). The Directors are the directors of NEA 14 LTD.

The persons named in this Item 2 are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

The address of the principal business office of NEA 14 and each Control Entity is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, MD 21093. The address of the principal business office of each of Barrett, Barris, Drant, Florence, Kerins, Mott and Weller is New Enterprise Associates, 5425 Wisconsin Avenue, Suite 800, Chevy Chase, MD 20815. The address of the principal business office of Baskett, Kolluri, Sandell, Sonsini and Viswanathan is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025.

The principal business of NEA 14 is to invest in and assist growth-oriented businesses located principally in the United States. The principal business of NEA Partners 14 is to act as the sole general partner of NEA 14. The principal business of NEA 14 LTD is to act as the sole general partner of NEA Partners 14. The principal business of each of the Directors is to manage the Control Entities, NEA 14 and a number of affiliated partnerships with similar businesses.

During the five years prior to the date hereof, none of the Reporting Persons has been convicted in a criminal proceeding or has been a party to a civil proceeding ending in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

NEA 14 and NEA Partners 14 are exempted limited partnerships organized under the laws of the Cayman Islands. NEA 14 LTD is an exempted company organized under the laws of the Cayman Islands. Each of the Directors is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration.

On January 29, 2015, the Registration Statement on Form S-1 filed with the Securities and Exchange Commission by the Issuer (File No.333-201280) in connection with its initial public offering of 3,600,000 shares of Common Stock of the Issuer (the "IPO") was declared effective. The closing of the IPO took place on February 4, 2015. Concurrent with the closing of the IPO, NEA 14 purchased an aggregate of 500,000 shares of Common Stock at the IPO

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price of \$10.00 per share from the Issuer in a private placement. In addition, prior to the IPO, NEA 14 purchased from the Issuer in a series of private transactions 5,373,396 shares of Series B Redeemable Convertible Preferred Stock ("Series B Stock") for an aggregate purchase price of \$11,786,544. Immediately prior to the closing of the IPO, these shares of Series B Stock held by NEA 14 automatically converted into 1,388,474 shares of Common Stock of the Issuer. NEA 14 now holds a total of 1,888,474 shares of the Issuer's Common Stock (the "NEA 14 Shares").

The working capital of NEA 14 was the source of the funds for the purchase of the NEA 14 Shares. No part of the purchase price of the NEA 14 Shares was represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding, trading or voting the NEA 14 Shares.

Item 4. <u>Purpose of Transaction</u>.

NEA 14 acquired the NEA 14 Shares for investment purposes. Depending on market conditions, its continuing evaluation of the business and prospects of the Issuer and other factors, NEA 14 and other Reporting Persons may dispose of or acquire additional shares of the Issuer. Except as set forth above, none of the Reporting Persons has any present plans which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
- (j) Any action similar to any of those enumerated above.

Item 5. <u>Interest in Securities of the Issuer</u>.

(a) NEA 14 is the record owner of the NEA 14 Shares. As the sole general partner of NEA 14, NEA Partners 14 may be deemed to own beneficially the NEA 14 Shares. As the sole general partner of NEA Partners 14, NEA 14 LTD may be deemed to own beneficially the NEA 14 Shares. As members of NEA 14 LTD, each of the Directors may be deemed to own beneficially the NEA 14 Shares.

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Each Reporting Person disclaims beneficial ownership of the NEA 14 Shares other than those shares which such person owns of record.

The percentage of outstanding Common Stock of the Issuer which may be deemed to be beneficially owned by each Reporting Person is set forth on Line 13 of such Reporting Person's cover sheet. Such percentage was calculated based on the 12,092,806 shares of Common Stock reported to be outstanding immediately after the IPO and concurrent private placement on the Issuer's prospectus filed under Rule 424(b) (4), filed with the Securities Exchange Commission on February 2, 2015.

- (b) Regarding the number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: See line 7 of cover sheets
 - (ii) shared power to vote or to direct the vote: See line 8 of cover sheets
 - (iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets.
 - (iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets
- (c) Except as set forth in Item 3 above, none of the Reporting Persons has effected any transaction in the Common Stock during the last 60 days.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, Shares beneficially owned by any of the Reporting Persons.
- (e) Not applicable.

Item 6. <u>Contracts, Arrangements, Undertakings or Relationships with Respect to Securities of the Issuer</u>.

NEA 14 has entered into a lock-up agreement with the underwriters of the IPO pursuant to which NEA 14 is prohibited from offering for sale, pledging, contracting to sell, selling any option or contracting to purchase, purchasing any option, granting any option, right or warrant to purchase, lending or otherwise transferring or disposing of any shares of the Issuer's common stock or other capital stock or any securities convertible into or exercisable or exchangeable for the Issuer's common stock or other capital stock, or entering into any swap or other agreement, arrangement, hedge or transaction that transfers to another, in whole or in part, directly or indirectly, any of the economic consequences of ownership of the Issuer's common stock or other capital stock or any securities convertible into or exercisable or exchangeable for the Issuer's common stock or other capital stock or other capital stock or any securities convertible into or exercisable or exchangeable for the Issuer's common stock or other capital stock or any securities convertible into or exercisable or exchangeable for the Issuer's common stock or other capital stock or any securities convertible into or exercisable or exchangeable for the Issuer's common stock or other capital stock, for a period of 180 days from January 29, 2015 without the prior written consent of Wells Fargo, LLC and Stifel, Nicolaus & Company, Incorporated, as the representatives of the underwriters.

Item 7. <u>Material to be Filed as Exhibits</u>.

Exhibit 1 – Agreement regarding filing of joint Schedule 13D.

Exhibit 2 – Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

EXECUTED this 11th day of February, 2015.

NEW ENTERPRISE ASSOCIATES 14, L.P.

- By: NEA PARTNERS 14, L.P. General Partner
 - By: NEA 14 GP, LTD General Partner

By:

* Peter J. Barris Director

NEA PARTNERS 14, L.P.

By: NEA 14 GP, LTD General Partner

By: * Peter J. Barris Director

NEA 14 GP, LTD

By:

Peter J. Barris Director

*

*

M. James Barrett

* Peter J. Barris

*

Forest Baskett

*

Ryan D. Drant

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*		
Patrick J. Kerins		
*		
Krishna S. Kolluri		
*		
Anthony A. Florence, Jr.		

* David M. Mott

* Scott D. Sandell

* Peter W. Sonsini

Ravi Viswanathan

Harry R. Weller

*

*/s/ Sasha Keough

Sasha Keough As attorney-in-fact

This Schedule 13D was executed by Sasha Keough on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 2.

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EXHIBIT 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of stock of Tracon Pharmaceuticals, Inc.

EXECUTED this 11th day of February, 2015.

NEW ENTERPRISE ASSOCIATES 14, L.P.

- By: NEA PARTNERS 14, L.P. General Partner
 - By: NEA 14 GP, LTD General Partner

By:

Peter J. Barris Director

*

NEA PARTNERS 14, L.P.

By: NEA 14 GP, LTD General Partner

*

By:

Peter J. Barris Director

NEA 14 GP, LTD

By: * Peter J. Barris Director

*

M. James Barrett

*

Peter J. Barris

* Forest Baskett

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* Ryan D. Drant		
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Patrick J. Kerins		
* Krishna S. Kolluri		
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Anthony A. Florence, Jr.		
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David M. Mott		
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Scott D. Sandell		
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Peter W. Sonsini		
*		
Ravi Viswanathan		
*		
Harry R. Weller		
	*/s/ Sasha Keough Sasha Keough	

sha Keougn As attorney-in-fact

This Agreement relating to Schedule 13D was executed by Sasha Keough on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached hereto as Exhibit 2.

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EXHIBIT 2

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Louis S. Citron, Timothy Schaller, Sasha Keough and Stephanie Brecher, and each of them, with full power to act without the others, his or her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his or her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 1st day of August, 2013.

<u>/s/ M. James Barrett</u> M. James Barrett

<u>/s/ Peter J. Barris</u> Peter J. Barris

<u>/s/ Forest Baskett</u> Forest Baskett

<u>/s/ Rohini Chakravarthy</u> Rohini Chakravarthy

<u>/s/ Patrick Chung</u> Patrick Chung

<u>/s/ Ryan Drant</u> Ryan Drant

<u>/s/ Anthony A. Florence</u> Anthony A. Florence

<u>/s/ Robert Garland</u> Robert Garland

<u>/s/ Paul Hsiao</u> Paul Hsiao

<u>/s/ Patrick J. Kerins</u> Patrick J. Kerins <u>/s/ Suzanne King</u> Suzanne King

<u>/s/ Krishna S. Kolluri</u> Krishna S. Kolluri

<u>/s/ C. Richard Kramlich</u> C. Richard Kramlich

<u>/s/ Edward Mathers</u> Edward Mathers

<u>/s/ David M. Mott</u> David M. Mott

<u>/s/ John M. Nehra</u> John M. Nehra

<u>/s/ Charles W. Newhall III</u> Charles W. Newhall III

<u>/s/ Jason R. Nunn</u> Jason R. Nunn

<u>/s/ Jon Sakoda</u> Jon Sakoda

<u>/s/ Scott D. Sandell</u> Scott D. Sandell

<u>/s/ Peter W. Sonsini</u> Peter W. Sonsini

<u>/s/ A. Brooke Seawell</u> A. Brooke Seawell

<u>/s/ Ravi Viswanathan</u> Ravi Viswanathan

<u>/s/ Paul E. Walker</u> Paul E. Walker

<u>/s/ Harry Weller</u> Harry Weller