

Neff Thomas B
Form 4
March 08, 2018

FORM 4

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

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 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Neff Thomas B

(Last) (First) (Middle)

C/O FIBROGEN, INC., 409
ILLINOIS ST.

(Street)

SAN FRANCISCO, CA 94158

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FIBROGEN INC [FGEN]

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Executive Officer

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 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 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)
Common Stock	03/06/2018		F	(A) or (D) 16,199 (1)	\$ 53.55	2,907,425	D
Common Stock	03/07/2018		M	10,265	A \$ 2.35	2,917,690	D
Common Stock	03/07/2018		S	8,802 (2)	D \$ 52.58 (3)	2,908,888	D
Common Stock	03/07/2018		S	7,800 (2)	D \$ 53.26 (4)	2,901,088	D
	03/07/2018		S		D	2,898,790	D

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Common Stock			2,298 (2)		\$ 54.14 (5)			
Common Stock	03/07/2018	S	700 (2)	D	\$ 52.82 (6)	121,634	I	By Family Partnership
Common Stock	03/07/2018	S	218 (2)	D	\$ 53.91 (7)	121,416	I	By Family Partnership
Common Stock	03/08/2018	M	7,005	A	\$ 2.35	2,905,795	D	
Common Stock	03/08/2018	M	3,314	A	\$ 3.6	2,909,109	D	
Common Stock	03/08/2018	S	6,400 (2)	D	\$ 52.74 (8)	2,902,709	D	
Common Stock	03/08/2018	S	11,800 (2)	D	\$ 53.44 (9)	2,890,909	D	
Common Stock	03/08/2018	S	700 (2)	D	\$ 54.09 (10)	2,890,209	D	
Common Stock	03/08/2018	S	300 (2)	D	\$ 52.55 (11)	121,116	I	By Family Partnership
Common Stock	03/08/2018	S	618 (2)	D	\$ 53.59 (12)	120,498	I	By Family Partnership
Common Stock						19,500	I	By Spouse
Common Stock						60,946	I	See footnote (13)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.35	03/07/2018	M		10,265		<u>(14)</u>	03/12/2018	Common Stock	10,265
Stock Option (Right to Buy)	\$ 2.35	03/08/2018	M		7,005		<u>(14)</u>	03/12/2018	Common Stock	7,005
Stock Option (Right to Buy)	\$ 3.6	03/08/2018	M		3,314		<u>(14)</u>	03/11/2019	Common Stock	3,314

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neff Thomas B C/O FIBROGEN, INC. 409 ILLINOIS ST. SAN FRANCISCO, CA 94158	X		Chief Executive Officer	

Signatures

/s/ Dorothy Pacini,
Attorney-in-fact
03/08/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Represents shares withheld by the issuer to satisfy a tax obligation realized by the reporting person upon the vesting of restricted stock units.
- (2) Shares sold pursuant to a 10b5-1 plan.
- (3) The shares were sold at prices ranging from \$52.00 to \$52.95. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) The shares were sold at prices ranging from \$53.00 to \$53.90. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5)

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The shares were sold at prices ranging from \$54.00 to \$54.25. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (6) The shares were sold at prices ranging from \$52.30 to \$53.20. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (7) The shares were sold at prices ranging from \$53.55 to \$54.25. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (8) The shares were sold at prices ranging from \$52.05 to \$53.00. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (9) The shares were sold at prices ranging from \$53.05 to \$53.975. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (10) The shares were sold at prices ranging from \$54.00 to \$54.10. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (11) The shares were sold at prices ranging from \$52.05 to \$52.85. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (12) The shares were sold at prices ranging from \$53.20 to \$54.10. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (13) The shares are held by BioGrowth Partners, LP. The reporting person is the sole general partner of BioGrowth Partners, LP and has sole voting and dispositive power over the shares held by BioGrowth Partners, LP.
- (14) Fully vested.

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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