

KERYX BIOPHARMACEUTICALS INC
 Form 4
 January 06, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Oliviero James F III

2. Issuer Name and Ticker or Trading Symbol
 KERYX
 BIOPHARMACEUTICALS INC
 [KERX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/02/2014

C/O KERYX
 BIOPHARMACEUTICALS,
 INC., 750 LEXINGTON AVENUE

(Street)

4. 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

NEW YORK, NY 10022

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 01/02/2014 | | A | (A) or (D) V Amount Price 22,741 (1) A \$ 0 | 499,170 (2) | D | |
| Common Stock | 01/03/2014 | | S | \$ 12.57 (3) D | 492,861 (2) | D | |

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

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 (9-02)

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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 Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 12.63 | 01/02/2014 | | A | 53,062 | 01/02/2015 ⁽⁴⁾ 01/02/2024 | Common Stock | 53,062 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Oliviero James F III C/O KERYX BIOPHARMACEUTICALS, INC. 750 LEXINGTON AVENUE NEW YORK, NY 10022 | | | Chief Financial Officer | |

Signatures

/s/ James F. Oliviero, III 01/06/2014
 **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) The 22,741 shares are restricted common stock, with one-third of the 22,741 shares vesting on January 2, 2015, and one-twelfth vesting on each of April 2, 2015, July 2, 2015, October 2, 2015, January 2, 2016, April 2, 2016, July 2, 2016, October 2, 2016, and January 2, 2017.
- (2) Includes 304,417 shares of restricted stock.
- (3) Sale of a total of 6,309 shares of common stock was made in order to satisfy Mr. Oliviero's income tax withholding obligation upon the vesting of 14,861 shares of restricted stock on January 2, 2014. Mr. Oliviero had no discretion with respect to such sale, which was transacted automatically in accordance with the Issuer's corporate policies regarding the vesting of restricted stock.
- (4)

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The options vest according to the following schedule: one-third of the 53,062 options will vest on January 2, 2015, and one-twelfth will vest on each of April 2, 2015, July 2, 2015, October 2, 2015, January 2, 2016, April 2, 2016, July 2, 2016, October 2, 2016, and January 2, 2017.

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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