

Luly Jay R.
Form 4
February 13, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 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 *
Luly Jay R.

2. Issuer Name and Ticker or Trading Symbol
ENANTA PHARMACEUTICALS INC [ENTA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Last) (First) (Middle)

C/O ENANTA PHARMACEUTICALS, INC., 500 ARSENAL STREET

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2019

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

WATERTOWN, MA 02472

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/12/2019 | | A | 14,400 ⁽¹⁾ | \$ 0 | D | |
| Common Stock | 02/12/2019 | | A | 36,000 ⁽²⁾ | \$ 0 | D | |
| Common Stock | 02/12/2019 | | F | 20,730 ⁽³⁾ | \$ 88.88 | D | |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

| | | | | |
|--|---|--|-------------------|--|
| Luly Jay R. C/O ENANTA PHARMACEUTICALS, INC. 500 ARSENAL STREET WATERTOWN, MA 02472 | X | | President and CEO | |
|--|---|--|-------------------|--|

Signatures

| | |
|---|------------|
| /s/ Nathaniel S. Gardiner as attorney-in-fact | 02/13/2019 |
| **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 of Enanta common stock issued under a performance share unit ("PSU") award granted on January 4, 2017 that vested as a result of the achievement of a clinical development milestone in calendar 2018 as determined by the Compensation Committee of Enanta's Board of Directors, and then settled with the issuance of the shares of Enanta common stock on February 12, 2019.
 - (2) Represents shares of Enanta common stock issued under a relative total stockholder return unit ("rTSRU") award granted to the reporting person on January 4, 2017 that was subject to performance-vesting restrictions based on the relative total stockholder return of Enanta's common stock in relation to the total stockholder return of the component companies in the Nasdaq Biotech Index over a two-year period. The performance level was determined by the Compensation Committee of Enanta's Board of Directors and the rTSRU settled with the issuance of the shares of Enanta common stock on February 12, 2019.
 - (3) Represents the number of shares of common stock automatically forfeited by the reporting person to cover withholding taxes due as a result of settlement of the PSU and rTSRU awards.

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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