

FIBROGEN INC
Form 4
November 21, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MADERO MIGUEL

(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)
11/19/2014

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)

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 (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/19/2014		C		334,666	A	<u>11</u>	468,631	I	See footnote <u>(2)</u>
Common Stock								20,600	D	

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Convertible Preferred Stock	(1)	11/19/2014		C	85,967	(1) (1)	Common Stock 34,386
Series B Convertible Preferred Stock	(1)	11/19/2014		C	584,633	(1) (1)	Common Stock 233,852
Series E Convertible Preferred Stock	(1)	11/19/2014		C	15,839	(1) (1)	Common Stock 6,335
Series RA Convertible Preferred Stock	(1)	11/19/2014		C	150,234	(1) (1)	Common Stock 60,093

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MADERO MIGUEL C/O FIBROGEN, INC. 409 ILLINOIS ST. SAN FRANCISCO, CA 94158	X

Signatures

/s/ John Alden,
Attorney-in-fact
11/21/2014
Date

**Signature of Reporting Person

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)

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Each share of the issuer's Series A Preferred Stock, Series B Preferred Stock, Series E Preferred Stock and Series RA Preferred Stock automatically converted into 0.4 of a share of common stock immediately prior to the closing of the issuer's initial public offering, and has no expiration date.

- (2) The shares are held in accounts for the benefit of family members of the reporting person. The reporting person maintains voting and dispositive power over the shares held in such accounts.

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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