

ROBIN HOWARD W
Form 4
February 21, 2019

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

OMB APPROVAL

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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 *
ROBIN HOWARD W

2. Issuer Name and Ticker or Trading Symbol
NEKTAR THERAPEUTICS
[NKTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

C/O NEKTAR THERAPEUTICS, 455 MISSION BAY BOULEVARD SOUTH

(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

SAN FRANCISCO, CA 94158

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock ⁽¹⁾ | 02/19/2019 | | M | 33,333 A \$ 7.21 | 350,924 | D | |
| Common Stock ⁽¹⁾ | 02/19/2019 | | S | 33,333 D 42.32 ⁽²⁾ | 317,591 | D | |
| Common Stock | 02/19/2019 | | S | 8,882 ⁽³⁾ D 42.39 ⁽⁴⁾ | 308,709 | D | |
| Common | 02/20/2019 | | M | 33,334 A \$ 7.21 | 342,043 | D | |

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| | | | | | | | | |
|-----------------------------|------------|--|---|--------|---|-------------------------|---------|-------------|
| Stock ⁽¹⁾ | | | | | | | | |
| Common Stock ⁽¹⁾ | 02/20/2019 | | S | 33,334 | D | \$ 43.2 ⁽⁵⁾ | 308,709 | D |
| Common Stock ⁽¹⁾ | 02/21/2019 | | M | 33,333 | A | \$ 7.21 | 342,042 | D |
| Common Stock ⁽¹⁾ | 02/21/2019 | | S | 33,333 | D | \$ 41.01 ⁽⁶⁾ | 308,709 | D |
| Common Stock | | | | | | | 410 | I by spouse |

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 required to respond unless the form displays a currently valid OMB control number.

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 (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 |
| Common Stock ⁽¹⁾ | \$ 7.21 | 02/19/2019 | | M | 33,333 | 02/08/2016 02/07/2020 | Common Stock 33,333 |
| Common Stock ⁽¹⁾ | \$ 7.21 | 02/20/2019 | | M | 33,334 | 02/08/2016 02/07/2020 | Common Stock 33,334 |
| Common Stock ⁽¹⁾ | \$ 7.21 | 02/21/2019 | | M | 33,333 | 02/08/2016 02/07/2020 | Common Stock 33,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROBIN HOWARD W C/O NEKTAR THERAPEUTICS 455 MISSION BAY BOULEVARD SOUTH | X | | President & CEO | |

SAN FRANCISCO, CA 94158

Signatures

Mark A. Wilson,
Attorney-in-Fact

02/21/2019

 **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) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by Mr. Robin for certain options expiring on February 7, 2020.
This transaction was executed in multiple trades at prices ranging from \$41.87 to \$42.91. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and the prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
 - (2) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs held by the reporting person. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
 - (3) This transaction was executed in multiple trades at prices ranging from \$41.90 to \$42.96. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and the prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
 - (4) This transaction was executed in multiple trades at prices ranging from \$42.82 to \$44.04. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and the prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
 - (5) This transaction was executed in multiple trades at prices ranging from \$40.24 to \$42.77. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and the prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
 - (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.