

Viking Therapeutics, Inc.
 Form 4
 May 06, 2015

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 *
 Dinerman Michael

(Last) (First) (Middle)

C/O VIKING THERAPEUTICS,
 INC., 11119 NORTH TORREY
 PINES ROAD, SUITE 50

(Street)

SAN DIEGO, CA 92037

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Viking Therapeutics, Inc. [VKTX]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/04/2015

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 Operating 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 (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)
Common Stock, par value \$0.00001 per share	05/04/2015		D	998,250 (1)	D (2) 576,750 (3)	D	
Common Stock, par value \$0.00001 per share	05/04/2015		A(4)	105,000	A \$ 0 681,750	D	
	05/04/2015		C	3,642	A (5) 685,392	D	

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Common
Stock, par
value
\$0.00001
per share

Common
Stock, par
value
\$0.00001
per share

05/04/2015

F⁽⁶⁾

8,724

A

\$
9.49

694,116

D

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

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(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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 9.49	05/04/2015		A	45,000	05/04/2015 ⁽⁷⁾	05/04/2025			Common Stock
Convertible Note due 2015	\$ 6 ⁽⁵⁾	05/04/2015		C		\$ 21,854	⁽⁵⁾	⁽⁵⁾		Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dinerman Michael
C/O VIKING THERAPEUTICS, INC.
11119 NORTH TORREY PINES ROAD, SUITE 50
SAN DIEGO, CA 92037

Chief Operating Officer

Signatures

/s/ Michael Morneau, as
Attorney-in-Fact

05/06/2015

__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) Of the shares repurchased by the Issuer, 901,216 shares were fully vested and 97,034 were subject to vesting.
- (2) Shares were repurchased by the Issuer at a price of \$0.00001 per share.
- (3) Includes 56,091 shares of restricted stock that are subject to vesting, of which 11,214 will vest on May 26, 2015 and each month thereafter through and including August 26, 2015 and 11,235 which will vest on September 26, 2015.
- (4) Represents a restricted stock award of common stock under the Issuer's 2014 Equity Incentive Plan. One third of the shares subject to the restricted stock award shall vest on each one year anniversary of the grant date of the award.

The outstanding principal balance under the convertible note, plus all accrued and unpaid interest thereon, automatically converted into
(5) shares of common stock upon the closing of the Issuer's initial public offering at a conversion price equal to 75% of the price at which shares were sold to the public. The convertible note had no expiration date.

Represents a restricted stock award of 20,186 shares of common stock granted under the Issuer's 2014 Equity Incentive Plan. All of the
(6) shares subject to the restricted stock award vested immediately upon grant. In order to satisfy certain tax withholding obligations, the Issuer repurchased 11,462 of these shares from the Reporting Person.
- (7) 25% of the shares subject to the option were vested upon grant and 25% of the shares subject to the option will vest on each one year anniversary of the grant date.

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.