

FIBROGEN INC  
Form 4  
February 15, 2017

**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 \*  
Neff Thomas B

(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)  
02/13/2017

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 Executive 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 02/13/2017                           |  | M                              |   | 18,900  | A  | \$ 4.025  |
| Common Stock                    | 02/13/2017                           |  | S                              |   | 18,900 <sup>(1)</sup>   | D  | \$ 23.97 <sup>(2)</sup>                               |
| Common Stock                    | 02/13/2017                           |  | S                              |   | 418 <sup>(1)</sup>  | D  | \$ 24.01 <sup>(3)</sup>                               |
| Common Stock                    | 02/14/2017                           |  | M                              |   | 18,900  | A  | \$ 4.025  |
|                                 | 02/14/2017                           |  | S                              |   |   | D  | 3,255,161   |

By Family Partnership

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|              |            |  |   |                      |   |                        |         |   |                         |
|--------------|------------|--|---|----------------------|---|------------------------|---------|---|-------------------------|
| Common Stock |            |  |   | 18,900<br><u>(1)</u> |   | \$ 23.9<br><u>(4)</u>  |         |   |                         |
| Common Stock | 02/14/2017 |  | S | 418 <u>(1)</u>       | D | \$ 23.89<br><u>(5)</u> | 144,234 | I | By Family Partnership   |
| Common Stock |            |  |   |                      |   |                        | 20,000  | I | By Spouse               |
| Common Stock |            |  |   |                      |   |                        | 60,946  | I | See footnote <u>(6)</u> |

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 4.025   | 02/13/2017                           |  | M                              | 18,900  | <u>(7)</u> 08/20/2017                                    | Common Stock  | 18,900                        |
| Stock Option (Right to Buy)                | \$ 4.025   | 02/14/2017                           |  | M                              | 18,900  | <u>(7)</u> 08/20/2017                                    | Common Stock  | 18,900                        |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Neff Thomas B<br>C/O FIBROGEN, INC.<br>409 ILLINOIS ST. | X             |           | Chief Executive Officer |       |

SAN FRANCISCO, CA 94158

## Signatures

/s/ Dorothy Pacini,  
Attorney-in-fact

02/15/2017

\_\_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) Shares sold pursuant to a 10b5-1 plan.
- (2) The shares were sold at prices ranging from \$23.70 to \$24.25. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) The shares were sold at prices ranging from \$23.90 to \$24.20. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) The shares were sold at prices ranging from \$23.60 to \$24.225. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) The shares were sold at prices ranging from \$23.625 to \$24.20. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (6) The shares are held by BioGrowth Partners, LP. The reporting person is the sole general partner of BioGrowth Partners, LP and has sole voting and dispositive power over the shares held by BioGrowth Partners, LP.
- (7) Fully vested.

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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