Neff Thomas B Form 4 March 08, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* Neff Thomas B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

(Last)

(First)

(Middle)

FIBROGEN INC [FGEN] 3. Date of Earliest Transaction

(Month/Day/Year) 03/06/2018

Filed(Month/Day/Year)

\_X\_ Director

10% Owner X\_ Officer (give title \_ Other (specify

C/O FIBROGEN, INC., 409 ILLINOIS ST.

(Street)

4. If Amendment, Date Original

Chief Executive Officer

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

#### SAN FRANCISCO, CA 94158

(City)	(State)	(Zip) Tab	Derivative	uired, 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)	Code (Instr. 8)	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/06/2018		Code V	Amount 16,199 (1)	(D)	Price \$ 53.55	2,907,425	D	
Common Stock	03/07/2018		M	10,265	A	\$ 2.35	2,917,690	D	
Common Stock	03/07/2018		S	8,802 (2)	D	\$ 52.58 (3)	2,908,888	D	
Common Stock	03/07/2018		S	7,800 (2)	D	\$ 53.26 (4)	2,901,088	D	
	03/07/2018		S		D		2,898,790	D	

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Common Stock			2,298 (2)		\$ 54.14 (5)			
Common Stock	03/07/2018	S	700 (2)	D	\$ 52.82 (6)	121,634	I	By Family Partnership
Common Stock	03/07/2018	S	218 (2)	D	\$ 53.91 <u>(7)</u>	121,416	I	By Family Partnership
Common Stock	03/08/2018	M	7,005	A	\$ 2.35	2,905,795	D	
Common Stock	03/08/2018	M	3,314	A	\$ 3.6	2,909,109	D	
Common Stock	03/08/2018	S	6,400 (2)	D	\$ 52.74 (8)	2,902,709	D	
Common Stock	03/08/2018	S	11,800 (2)	D	\$ 53.44 (9)	2,890,909	D	
Common Stock	03/08/2018	S	700 (2)	D	\$ 54.09 (10)	2,890,209	D	
Common Stock	03/08/2018	S	300 (2)	D	\$ 52.55 (11)	121,116	I	By Family Partnership
Common Stock	03/08/2018	S	618 (2)	D	\$ 53.59 (12)	120,498	I	By Family Partnership
Common Stock						19,500	I	By Spouse
Common Stock						60,946	I	See footnote (13)

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.35	03/07/2018		M			10,265	(14)	03/12/2018	Common Stock	10,265
Stock Option (Right to Buy)	\$ 2.35	03/08/2018		M			7,005	(14)	03/12/2018	Common Stock	7,005
Stock Option (Right to Buy)	\$ 3.6	03/08/2018		M			3,314	(14)	03/11/2019	Common Stock	3,314

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Neff Thomas B C/O FIBROGEN, INC. 409 ILLINOIS ST. SAN FRANCISCO, CA 94158	X		Chief Executive Officer					

# **Signatures**

/s/ Dorothy Pacini,

Attorney-in-fact 03/08/2018

\*\*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 withheld by the issuer to satisfy a tax obligation realized by the reporting person upon the vesting of restricted stock units.
- (2) Shares sold pursuant to a 10b5-1 plan.
- (3) The shares were sold at prices ranging from \$52.00 to \$52.95. 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 \$53.00 to \$53.90. 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)

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The shares were sold at prices ranging from \$54.00 to \$54.25. 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.

- The shares were sold at prices ranging from \$52.30 to \$53.20. 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.
- (7) The shares were sold at prices ranging from \$53.55 to \$54.25. 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.
- (8) The shares were sold at prices ranging from \$52.05 to \$53.00. 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.
- (9) The shares were sold at prices ranging from \$53.05 to \$53.975. 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.
- (10) The shares were sold at prices ranging from \$54.00 to \$54.10. 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.
- (11) The shares were sold at prices ranging from \$52.05 to \$52.85. 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.
- (12) The shares were sold at prices ranging from \$53.20 to \$54.10. 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.
- (13) 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.
- (14) 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. 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.