

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 *
Hanley Rochelle

(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 Medical 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, par value \$0.00001 per share	05/04/2015		D		158,453 ⁽¹⁾	D	<u>(2)</u> 91,547 ⁽³⁾
Common Stock, par value \$0.00001 per share	05/04/2015		A ⁽⁴⁾		70,000	A	\$ 0 161,547
	05/04/2015		F ⁽⁵⁾		7,308	A	168,855

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Common Stock, par value \$0.00001 per share \$ 9.49

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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.49	05/04/2015		A	30,000	05/04/2015 ⁽⁶⁾ 05/04/2025	Common Stock	30,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Chief Medical 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, 79,226 shares were fully vested and 79,227 were subject to vesting.
- (2) Shares were repurchased by the Issuer at a price of \$0.00001 per share.
- (3) Includes 45,773 shares of restricted stock that are subject to vesting, of which 22,887 will vest on April 15, 2016 and 22,887 will vest on April 15, 2017.
- (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.

Represents a restricted stock award of 13,974 shares of common stock granted under the Issuer's 2014 Equity Incentive Plan. All of the
- (5) shares subject to the restricted stock award vested immediately upon grant. In order to satisfy certain tax withholding obligations, the Issuer repurchased 6,666 of these shares from the Reporting Person.
- (6) 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.

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