

Ultragenyx Pharmaceutical Inc.
Form 3
January 30, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â KAKKIS EMIL D</p> <p>(Last) (First) (Middle)</p> <p>C/O ULTRAGENYX PHARMACEUTICAL INC.,Â 60 LEVERONI COURT</p> <p>(Street)</p> <p>NOVATO,Â CAÂ 94949</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/30/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Ultragenyx Pharmaceutical Inc. [RARE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 2,552,241 | I | By Emil Kakkis and Jenny Soriano Living Trust, Dated June 18, 2009 |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|---|---|--|---------------|--------------|----------------------------------|
|---|---|--|---------------|--------------|----------------------------------|

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| | (Month/Day/Year) | | Derivative Security (Instr. 4) | | or Exercise | Form of | Ownership |
|---|---------------------|--------------------|-----------------------------------|----------------------------------|------------------------------------|---|------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
| Series A Preferred Stock | Â (1) | Â (1) | Common Stock | 1,956,686 (1) | \$ (1) | D | Â |
| Warrant to Purchase Series A Preferred Stock (Right to Buy) | Â (2) | 06/30/2020 | Common Stock | 260,688 | \$ 0.959 | D | Â |
| Warrant to Purchase Series A Preferred Stock (Right to Buy) | Â (2) | 06/14/2021 | Common Stock | 78,206 | \$ 0.959 | D | Â |
| Warrant to Purchase Series A Preferred Stock (Right to Buy) | Â (2) | 06/14/2021 | Common Stock | 130,344 | \$ 0.959 | D | Â |
| Stock Option (Right to Buy) | Â (3) | 10/31/2023 | Common Stock | 47,854 | \$ 6.8646 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| KAKKIS EMIL D C/O ULTRAGENYX PHARMACEUTICAL INC. 60 LEVERONI COURT NOVATO, CA 94949 | Â X | Â X | Â See Remarks | Â |

Signatures

By: /s/ Emil D. Kakkis, M.D.,
Ph.D. 01/30/2014

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of Series A Convertible Preferred Stock automatically converts into Common Stock on a 1-for-3.1345 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no expiration date. The number of underlying shares of common stock reported in Column 3 does not reflect this 1-for-3.1345 reverse stock split, pursuant to which each share of Series A Convertible Preferred Stock will become convertible into 0.3190 of a share of common stock.

(2) Each share of Series A Convertible Preferred Stock automatically converts into Common Stock on a 1-for-3.1345 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no expiration date. The number of underlying shares of common stock reported in Column 3 does not reflect this 1-for-3.1345 reverse stock split, pursuant to which each share of Series A Convertible Preferred Stock will become convertible into 0.3190 of a share of common stock. The warrant became exercisable on June 16, 2011. If the warrant is not exercised prior to the closing of the Company's initial public offering, the warrant will become automatically exercisable for shares of Common Stock instead of shares of Series A Convertible Preferred Stock.

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- (3) 1/4th of the option shall vest one year from November 1, 2013 and then the remaining shares vest monthly until November 1, 2017, provided the Reporting Person has not terminated services with the Issuer.

^

Remarks:

President^ and^ Chief^ Executive^ Officer

Exhibit^ List

Exhibit^ 24^ -^ Limited^ Power^ of^ Attorney

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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