

FIBROGEN INC
Form 4
November 21, 2014

FORM 4

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

OMB APPROVAL

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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 *
RIGGS RORY 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)
11/19/2014

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/19/2014 | | C | | 110,000 | A | 1 530,200 2 |
| Common Stock | 11/19/2014 | | C | | 233,699 | A | 1 605,713 I See footnote 3 |

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

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SEC 1474 (9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Series A Convertible Preferred Stock | (1) | 11/19/2014 | | C | 225,000 | (1) (1) | (1) (1) | Common Stock | 90,000 |
| Series B Convertible Preferred Stock | (1) | 11/19/2014 | | C | 150,177 | (1) (1) | (1) (1) | Common Stock | 60,070 |
| Series E Convertible Preferred Stock | (1) | 11/19/2014 | | C | 334,074 | (1) (1) | (1) (1) | Common Stock | 133,629 |
| Series RA Convertible Preferred Stock | (1) | 11/19/2014 | | C | 100,000 | (1) (1) | (1) (1) | Common Stock | 40,000 |
| Series F Convertible Preferred Stock | (1) | 11/19/2014 | | C | 50,000 | (1) (1) | (1) (1) | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RIGGS RORY B C/O FIBROGEN, INC. 409 ILLINOIS ST. SAN FRANCISCO, CA 94158 | X | | | |

Signatures

/s/ John Alden,
Attorney-in-fact

11/21/2014

__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).

Each share of the issuer's Series A Preferred Stock, Series B Preferred Stock, Series E Preferred Stock, Series RA Preferred Stock and

- (1) Series F Preferred Stock automatically converted into 0.4 of a share of common stock immediately prior to the closing of the issuer's initial public offering, and has no expiration date.
- (2) Includes 20,000 shares the reporting person holds jointly with his spouse.
- (3) Shares are held by New Ventures I, LLC. The reporting person is Managing Member of New Ventures I, LLC and has voting and investment control with respect to the shares held by New Ventures I, LLC.
- (4) Shares were held by New Ventures I, LLC. The reporting person is Managing Member of New Ventures I, LLC and has voting and investment control with respect to the shares held by New Ventures I, LLC.

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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