

FIBROGEN INC

Form 4

September 18, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(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)  
09/17/2015

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 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)
Common Stock	09/17/2015		S	Amount (1) 6,700 (D) D Price (2) \$ 28.8	3,856,051	D	
Common Stock	09/17/2015		S	Amount (1) 6,800 (D) D Price (3) \$ 29.27	3,849,251	D	
Common Stock	09/17/2015		M	Amount (1) 1,391 (D) A Price (2) \$ 2.35	3,850,642	D	
Common Stock	09/17/2015		M	Amount (1) 8,078 (D) A Price (2) \$ 2.9	3,858,720	D	
Common Stock	09/18/2015		S	Amount (1) 2,000 (D) D Price (2) \$ 28.89	3,856,720	D	

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Common Stock	09/18/2015	S	11,500 (1)	D	<sup>(4)</sup> \$ 29.21 (5)	3,845,220	D	
Common Stock	09/18/2015	M	9,469	A	\$ 2.9	3,854,689	D	
Common Stock						145,070	I	By Family Partnership
Common Stock						20,000	I	By Spouse
Common Stock						60,946	I	See footnote (6)

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. Filing Date of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.35	09/17/2015		M		1,391		<u>(7)</u>	03/12/2018	Common Stock	1,391
Stock Option (Right to Buy)	\$ 2.9	09/17/2015		M		8,078		<u>(7)</u>	06/09/2020	Common Stock	8,078
Stock Option (Right to Buy)	\$ 2.9	09/18/2015		M		9,469		<u>(7)</u>	06/09/2020	Common Stock	9,469

## 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	X	Chief Executive Officer	

## Signatures

/s/ Dorothy Pacini,  
Attorney-in-fact

09/18/2015

\_\_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) Shares sold pursuant to a 10b5-1 plan.

(2) The shares were sold at prices ranging from \$28.12 to \$29.11. 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 \$29.12 to \$29.55. 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 \$28.75 to \$28.98. 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 \$29.01 to \$29.80. 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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