#### NEKTAR THERAPEUTICS

Form 4 July 18, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

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obligations

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

may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Gergel Ivan P.

2. Issuer Name and Ticker or Trading

Symbol

**NEKTAR THERAPEUTICS** 

[NKTR]

3. Date of Earliest Transaction

(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

C/O NEKTAR

(Last)

(Middle)

07/14/2016

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

below) SVP & Chief Medical Officer

THERAPEUTICS, 455 MISSION **BAY BOULEVARD SOUTH** 

(First)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

SAN FRANCISCO, CA 94158

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

3. Execution Date, if Code (D) (Month/Day/Year) (Instr. 8)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of (Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Price Code V Amount (D) Common 07/14/2016(2) Α

Stock (1)

\$0 15,000 16,521

D

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)

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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 or 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 or Number of Shares
Stock Option	\$ 16.31	07/14/2016(4)		A	50,000	<u>(5)</u>	12/08/2022	Common Stock	50,000
Stock Option	\$ 15.55	07/14/2016 <u>(7)</u>		A	12,500	<u>(5)</u>	12/14/2023	Common Stock	12,500

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Gergel Ivan P. C/O NEKTAR THERAPEUTICS 455 MISSION BAY BOULEVARD SOUTH SAN FRANCISCO, CA 94158

**SVP & Chief Medical Officer** 

## **Signatures**

Gil M.

Labrucherie 07/18/2016

\*\*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).
- Represents restricted stock units ("RSU"), convertible on a one-for-one basis into shares of Common Stock of the Company.

  These RSUs, at the time of their grant on December 15, 2015, were subject to both performance-based and time-based vesting requirements. On July 14, 2016, the performance-based condition vesting was satisfied. The time-based vesting is on a quarterly pro-rata basis over a period of three (3) years from the date of grant.
- These restricted stock units ("RSU") were granted on December 15, 2015 and the performance-based vesting requirement for these RSUs was satisfied on July 14, 2016 due to the successful acceptance of the Marketing Authorization Application by the European Medicines Agency for ONZEALD (NKTR-102).
- These options, at the time of their grant were subject to both performance-based and time-based vesting requirements. On July 14, 2016, the performance-based condition vesting was satisfied. The time-based vesting is on a monthly pro-rata basis over a period of four years from the grant date (December 9, 2014).
- (4) These stock options were granted on December 9, 2014. The performance-based vesting requirement for these stock options was satisfied on July 14, 2016 due to the acceptance of the Marketing Authorization Application by the European Medicines

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Agency for ONZEALD (NKTR-102).

- (5) This stock option vests on a monthly pro-rata basis over a period of four years from the grant date.
- These options, at the time of their grant were subject to both performance-based and time-based vesting requirements. On July 14, 2016, the performance-based condition vesting was satisfied. The time-based vesting is on a monthly pro-rata basis over a period of four years from the grant date (December 15, 2015).
- These stock options were granted on December 15, 2015. The performance-based vesting requirement for these stock options was satisfied on July 14, 2016 due to the acceptance of the Marketing Authorization Application by the European Medicines Agency for ONZEALD (NKTR-102).

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.