

Pena Luis C.
Form 4
August 17, 2018

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 *
Pena Luis C.

(Last) (First) (Middle)

C/O DERMIRA, INC., 275
MIDDLEFIELD ROAD, SUITE 150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Dermira, Inc. [DERM]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2018

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 Development Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	08/15/2018		M	1,063 A \$ 0	11,610 ⁽¹⁾	D	
Common Stock	08/15/2018		M	2,437 A \$ 0	14,047	D	
Common Stock	08/15/2018		M	3,000 A \$ 0	17,047	D	
Common Stock	08/15/2018		F	368 D \$ 9.58	16,679	D	
Common Stock	08/15/2018		F	843 D \$ 9.58	15,836	D	

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Common Stock 08/15/2018 F 1,038 D \$ 9.58 14,798 D

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. Price or Value of Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price or Value
						Code	V	(A)	(D)	
Restricted Stock Unit	(2)	08/15/2018		M	1,063	(3)	(3)	Common Stock	1,063	\$
Restricted Stock Unit	(2)	08/15/2018		M	2,437	(4)	(4)	Common Stock	2,437	\$
Restricted Stock Unit	(2)	08/15/2018		M	3,000	(5)	(5)	Common Stock	3,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pena Luis C. C/O DERMIRA, INC. 275 MIDDLEFIELD ROAD, SUITE 150 MENLO PARK, CA 94025			Chief Development Officer	

Signatures

/s/ Christine Ring, by power of attorney 08/17/2018

**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) These shares include prior ESPP purchases.

(2) Each RSU represents a contingent right to receive one share of DERM common stock.

(3) Vested as to 10% of the shares on August 15, 2018. 30% of the shares will vest on each of August 15, 2019, August 15, 2020 and August 15, 2021, subject to the Reporting Person's continuous status as a service provider on the applicable vesting date.

Vested as to 10% of the shares on August 15, 2017 and 30% of the shares on August 15, 2018. 30% of the shares will vest on each of
(4) August 15, 2019 and August 15, 2020, subject to the Reporting Person's continuous status as a service provider on the applicable vesting date.

Vested as to 10% of the shares on August 15, 2016 and 30% of the shares on each of August 15, 2017 and August 15, 2018. The
(5) remaining 30% of the shares will vest on August 15, 2019, subject to the Reporting Person's continuous status as a service provider on the vesting 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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