Edgar Filing: Zosano Pharma Corp - Form 4

Zosano Pha Form 4	ırma Corp										
February 14	4, 2017										
	ЛЛ								OMB AP	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check t if no los	nger				Expires:	January 31, 2005					
subject Section Form 4	to STATE 16.	TEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								verage s per 0.5	
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940											
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> BARRETT M JAMES								5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction					(Check all applicable)			
1954 GREENSPRING DRIVE, SUITE 600			(Month/Day/Year) 02/13/2017				Director Officer (give ti low)	Le X_ 10% below)	Owner (specify		
				Filed(Month/Day/Year) Ap				. Individual or Joint/Group Filing(Check pplicable Line) X_ Form filed by One Reporting Person			
TIMONIU	M, MD 21093							_ Form filed by Mo rson	re than One Rep	orting	
(City)	(State)	(Zip)	Tal	ble I - Non-	-Derivative Se	curiti	es Acquiro	ed, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if TransactionDisposed of (D) Code (Instr. 3, 4 and 5)			red (A) or	A) or 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price \$	(Instr. 3 and 4)			
Common Stock	02/13/2017			S	1,099,996	D	2.0104 (1)	952,809	Ι	See Note $2 \frac{(2)}{2}$	
Common Stock								5	D		

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

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BARRETT M JAMES 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	Х						
Signatures							
/s/ Sasha Keough, attorney-in-fact	02	2/14/2017					
<u>**</u> 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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.495 to \$1.66, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the

(1) To \$1.00, inclusive. The Reporting Ferson undertakes to provide to the issuer, any security holder of the issuer, of the start of the securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1) to this Form 4.

The securities are directly held by New Enterprise Associates 12, Limited Partnership ("NEA 12") and indirectly held by NEA Partners 12, Limited Partnership ("NEA Partners 12"), the sole general partner of NEA 12, NEA 12 GP, LLC ("NEA 12 GP"), the sole general partner of NEA Partners 12, and the individual managers of NEA 12 GP (NEA Partners 12, NEA 12 GP and the individual managers of NEA 12 GP (NEA Partners 12, NEA 12 GP).

(2) NEA 12 GP together, the "NEA 12 Indirect Reporting Persons"). The individual managers of NEA 12 GP are M. James Barrett, Peter J. Barris, Forest Baskett, Patrick J. Kerins and Scott D. Sandell. The NEA 12 Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 12 shares in which the NEA 12 Indirect Reporting Persons have no pecuniary interest.

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.