

NantKwest, Inc.
Form 4
January 04, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SOON-SHIONG PATRICK

(Last) (First) (Middle)

**C/O NANTKWEST, INC., 3530
JOHN HOPKINS COURT**

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NantKwest, Inc. [NK]

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2016

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)

Chairman and CEO

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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/30/2016		G ⁽¹⁾	V 450,000 D \$ 0	40,556,557	I	See footnote (2)
Common Stock					5,618,326	I	See footnote (3)
Common Stock					600,000 ⁽⁴⁾	D	

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

**Persons who respond to the collection of
information contained in this form are not**

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				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
SOON-SHIONG PATRICK C/O NANTKWEST, INC. 3530 JOHN HOPKINS COURT SAN DIEGO, CA 92121	X	X	Chairman and CEO	
Cambridge Equities, LP 9922 JEFFERSON BLVD. CULVER CITY, CA 90232		X		
MP 13 Ventures, LLC 9922 JEFFERSON BLVD. CULVER CITY, CA 90232		X		

Signatures

/s/ Patrick Soon-Shiong, and /s/ Charles Kenworthy, Manager of MP 13 Ventures, on behalf of itself and as General Partner of Cambridge Equities

01/04/2017

__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 transferred for no value by Cambridge Equities, LP to the Chan Soon-Shiong NantHealth Foundation, a 501(c)(3) non-profit Delaware corporation.

(2)

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Shares held by Cambridge Equities, LP ("Cambridge Equities"). MP 13 Ventures, LLC ("MP 13 Ventures") is the general partner of Cambridge Equities and may be deemed to have beneficial ownership of the shares held by Cambridge Equities. The reporting person is the sole member of MP 13 Ventures and has voting and dispositive power over the shares held by Cambridge Equities.

- (3) Shares held by the Chan Soon-Shiong Family Foundation, an exempt corporation organized under the laws of the State of Delaware (the "Foundation"). The Foundation has the sole power to vote and direct the disposition of all shares directly owned by the Foundation, except to the extent it may be deemed to share such power with the reporting person by virtue of the reporting person's control over the Foundation. The reporting person serves as Chairman of the Foundation.

- (4) Each restricted stock unit ("RSU") represents a contingent right to receive one share of NantKwest, Inc. common stock. Subject to the reporting person's continuing to be a Service Provider (as defined in the 2015 Equity Incentive Plan) through each applicable vesting date, the RSUs will vest as follows: 50% of the RSUs vested on the July 27, 2015, and 50% of the RSUs vested on July 27, 2016.

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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