

ChemoCentryx, 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 *
Cappel Markus J.

(Last) (First) (Middle)

C/O CHEMOCENTRYX, INC., 850
MAUDE AVENUE

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ChemoCentryx, Inc. [CCXI]

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

01/01/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Chief Bus. Officer & Treasurer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/01/2017		M ⁽¹⁾	8,333	A \$ 0	20,833	D
Common Stock	01/01/2017		F	4,442 ⁽²⁾	D \$ 7.4	16,391	D
Common Stock	01/03/2017		M	26,821	A \$ 4.3	43,212	D
Common Stock	01/03/2017		S ⁽³⁾	26,821 ⁽⁴⁾	D \$ 7.5055 ⁽⁵⁾	16,391	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 required to respond unless the form displays a currently valid OMB control number.

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(6)</u>	01/01/2017		M		8,333		<u>(7)</u>	<u>(7)</u>	Common Stock	8,333
Stock Option (right to buy)	\$ 4.3	01/03/2017		M		26,821		02/06/2007 <u>(8)</u>	02/06/2017	Common Stock	26,821

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cappel Markus J. C/O CHEMOCENTRYX, INC. 850 MAUDE AVENUE MOUNTAIN VIEW, CA 94043	Chief Bus. Officer & Treasurer

Signatures

/s/ Susan M. Kanaya, as
Attorney-in-Fact 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 were acquired upon vesting of restricted stock units awarded on March 7, 2016.

(2) Represents shares withheld upon vesting of restricted stock units to satisfy tax withholding obligation.

(3) The sales reported in this Form 4 were effected pursuant to a June 2016 Rule 10b5-1 trading plan adopted by the Reporting Person.

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- (4) Shares sold are associated with stock options which will expire in February 2017.

Reflects the weighted average sale price of the shares sold. The shares were sold in multiple trades at prices ranging from \$7.50 to \$7.59 per share, inclusive. The Reporting Person will provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.

- (6) Each restricted stock unit represents a contingent right to receive one share of CCXI common stock.

The restricted stock units vest in three equal installments on January 1, 2017, January 1, 2018, and January 1, 2019, subject to the

- (7) Reporting Person's continued employment or service relationship with the Issuer through each such vesting date. Vested shares will be delivered to the Reporting Person within thirty (30) days following the vesting date.

- (8) As of January 3, 2017, and prior to this transaction, the option fully vested.

- (9) Not applicable.

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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