SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Addre	1 0	rson [*]	2. Issuer Name and Ticker or Trading Symbol Akebia Therapeutics, Inc. [AKBA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Enyedy Mark	<u>()</u>		,,,,,,,,,,	X	Director	10% Owner			
,				-	Officer (give title	Other (specify			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2018	1	below)	below)			
C/O AKEBIA T	HERAPEUTIC	S, INC.		1					
245 FIRST ST.									
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing (Check Applicable				
(Street)				X	Form filed by One Rep	porting Person			
CAMBRIDGE	MA	02142			Form filed by More that Person	an One Reporting			
(City)	(State)	(Zip)							

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)	Transaction Code (Instr.		4. Securities / Disposed Of (5)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	12/12/2018		Α		3,743	Α	(1)	3,743	D	

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. Transa Code (8)		5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ive ies ed ed nstr.	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to buy)	\$19.56	12/12/2018		A		18,716		(2)	09/11/2027	Common Stock	18,716	(3)	18,716	D	
Stock Option (Right to buy)	\$10.05	12/12/2018		A		11,229		(2)	06/30/2028	Common Stock	11,229	(3)	11,229	D	
Stock Option (Right to buy)	\$8.94	12/12/2018		A		25,000		(4)	12/12/2028	Common Stock	25,000	\$0.00	25,000	D	

Explanation of Responses:

1. Pursuant to the Agreement and Plan of Merger, dated as of June 28, 2018 (as amended, the "Merger Agreement"), each share of common stock of Keryx Biopharmaceuticals, Inc. ("Keryx") owned by the Reporting Person at the effective time of the transactions contemplated by the Merger Agreement (the "Effective Time") was automatically converted into 0.37433 shares of the Issuer's common stock (the "Exchange Multiplier").

2. The option is fully vested and currently exercisable.

3. Pursuant to the Merger Agreement, each option to purchase Keryx common stock (a "Keryx Option"), whether vested or unvested, that was outstanding immediately prior to the Effective Time, was converted into an option to acquire the number of shares of common stock of the Issuer (an "Issuer Option") equal to the product of (i) the number of shares subject to such Keryx Option as of immediately prior to the Effective Time, multiplied by (ii) the Exchange Multiplier, rounded down to the nearest whole number of shares of the Issuer's common stock, at an exercise price per share equal to the quotient obtained by dividing the per share exercise price of the Keryx Option by the Exchange Multiplier, rounded up to the nearest whole cent.

4. 25% of this option will vest on the first anniversary of the grant date with the remaining 75% vesting in equal quarterly installments thereafter.

Remarks:

/s/ Nicole R. Hadas, Attorney-12/13/2018 in-fact for Mark J. Enyedy

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.