Zosano Pharma Corp Form 4/A December 17, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Alataris Konstantinos

(First)

(Street)

(State)

Symbol

5. Relationship of Reporting Person(s) to Issuer

Zosano Pharma Corp [ZSAN]

3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

(Check all applicable)

President

below)

C/O ZOSANO PHARMA

(Month/Day/Year) 12/15/2015

(Middle)

(Zip)

Director 10% Owner X_ Officer (give title Other (specify

CORPORATION, 34970 ARDENTECH COURT

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person

12/16/2015

Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

FREMONT, CA 94555

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount Underlying Securitie

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)) A I (Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	(Instr. 3 and 4)		
				Code V	V ((A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Employee Stock Option (right to buy)	\$ 8.18 (1)	12/15/2015		D			48,896	(2)	09/21/2025	Common Stock	48,8
Employee Stock Option (right to buy)	\$ 8.18 <u>(1)</u>	12/15/2015		D			160,498	<u>(2)</u>	09/21/2025(4)	Common Stock	160,

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

Alataris Konstantinos C/O ZOSANO PHARMA CORPORATION 34970 ARDENTECH COURT FREMONT, CA 94555

President

Signatures

/s/ Jeffrey L. Quillen, attorney-in-fact

**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) The original Form 4 filed on December 16, 2015 is amended by this Form 4 amendment to correct the stock option exercise price which was incorrectly reported in the original filing due to a clerical error.
- (2) The option provided for 25% of the total number of shares underlying the stock option to vest on September 21, 2016, and the remaining underlying shares to vest in equal monthly installments over the following three-year period.
- On December 15, 2015, the issuer canceled, pursuant to the issuer's option exchange program, two options, one for 48,896 shares of ZSAN common stock and the other for 160,498 shares of ZSAN common stock, both of which were granted to the reporting person on September 21, 2015. In exchange, the reporting person received a replacement option, for 209,934 shares, having an exercise price of \$2.26 per share.
- (4) The original Form 4 filed on December 16, 2015 is amended by this Form 4 amendment to correct the expiration date which was incorrectly reported in the original filing due to a clerical error.

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.

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