

ChemoCentryx, Inc.  
Form 4  
January 04, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(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  
 Officer (give title below)  Other (specify below)  
Chief Bus. Officer & Treasurer

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 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 (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/01/2017		M <sup>(1)</sup>		8,333 A \$ 0	20,833	D
Common Stock	01/01/2017		F		4,442 <sup>(2)</sup> 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 <sup>(3)</sup>		26,821 <sup>(4)</sup> D \$ 7.5055 <sup>(5)</sup>	16,391	D

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

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SEC 1474  
(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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	(6)	01/01/2017		M	8,333	(7) (7)	Common Stock	8,333
Stock Option (right to buy)	\$ 4.3	01/03/2017		M	26,821	02/06/2007 <sup>(8)</sup> 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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