Labrucherie Gil M Form 4 November 17, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Labrucherie Gil M

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

NEKTAR THERAPEUTICS [NKTR]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 11/15/2017

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

below) SVP & Chief Financial Officer

C/O NEKTAR THERAPEUTICS, 455 MISSION **BAY BOULEVARD SOUTH**

(First)

(Middle)

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

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

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN FRANCISCO, CA 94158

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Indirect

Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct (Month/Day/Year) (Instr. 8) Owned (D) or Following Indirect (I) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) (D) Price Code V Amount Common 11/15/2017⁽²⁾ \$0 83,414 (3) D A 20,000 Α Stock (1) \$ Common 6,698 11/16/2017 D D 44.23 $76,716 \frac{(3)}{}$ D (4) Stock

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

(5)

Beneficial

Ownership

(Instr. 4)

Edgar Filing: Labrucherie Gil M - Form 4

number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 14.41	11/15/2017 <u>(7)</u>		A	50,000	(8)	12/12/2024	Common Stock	50,000

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Labrucherie Gil M C/O NEKTAR THERAPEUTICS 455 MISSION BAY BOULEVARD SOUTH SAN FRANCISCO, CA 94158

SVP & Chief Financial Officer

Signatures

Mark A. Wilson, 11/17/2017 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).

Represents restricted stock units ("RSUs"), convertible on a one-for-one basis into shares of Common Stock of the Company. These RSUs, at the time of their grant on December 13, 2016, were subject to both performance-based and time-based vesting requirements. On November 15, 2017, the performance-based condition vesting was satisfied. The time-based vesting is on a quarterly pro-rata basis over a

- period of three (3) years from the date of grant.
- These restricted stock units ("RSUs") were granted on December 13, 2016 and the performance-based vesting requirement for these (2) RSUs was satisfied on November 15, 2017 upon the Compensation Committee's certification of the successful acceptance of the New Drug Application by the FDA for Ciprofloxacin Dry Powder Inhalation (Cipro DPI).
- This number includes 997 shares held by the reporting person in the Issuer's 401(K) plan and 3,250 shares held by the reporting person in the Issuer's ESPP plan. The acquisition of these shares under both plans is exempt under Rule 16b-3(c).
- (4) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs held by the reporting person. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by

Reporting Owners 2

Edgar Filing: Labrucherie Gil M - Form 4

the reporting person.

- This transaction was executed in multiple trades at prices ranging from \$41.98 to \$45.47. The price reported above reflects the weighted (5) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and the prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- These options, at the time of their grant were subject to both performance-based and time-based vesting requirements. On November 15, (6) 2017, the performance-based condition vesting was satisfied. The time-based vesting is on a monthly pro-rata basis over a period of four years from the grant date (December 13, 2016).
- These stock options were granted on December 13, 2016 and the performance-based vesting requirement for these stock options was (7) satisfied on November 15, 2017 upon the Compensation Committee's certification of the successful acceptance of the New Drug Application by the FDA for Ciprofloxacin Dry Powder Inhalation (Cipro CPI).
- (8) This stock option vests on a monthly pro-rata basis over a period of four years from the grant date.

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.