

GLAXOSMITHKLINE PLC

Form 4

September 20, 2018

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GLAXOSMITHKLINE PLC

(Last) (First) (Middle)

980 GREAT WEST ROAD

(Street)

BRENTFORD

MIDDLESEX, X0 TW8 9GS

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Principia Biopharma Inc. [PRNB]

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

09/18/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/18/2018		C		1,070,771	A	<u>(2)</u>	1,070,771	I	See Footnote (3)
Common Stock	09/18/2018		C		312,741	A	<u>(2)</u>	1,383,512	I	See Footnote (3)
Common Stock	09/18/2018		C		260,617	A	<u>(2)</u>	1,644,129	I	See Footnote (3)
Common Stock	09/18/2018		C		544,047	A	<u>(2)</u>	2,188,176	I	See Footnote

Common Stock	09/18/2018	C	167,537	A	<u>(2)</u>	2,355,713	I	<u>(3)</u> See Footnote <u>(3)</u>
Common Stock	09/18/2018	P	<u>(1)</u> 270,000	A	\$ 17	2,625,713	I	<u>(3)</u> See Footnote <u>(3)</u>

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.

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Preferred Stock	<u>(2)</u>	09/18/2018		C	9,726,783	<u>(2)</u> <u>(2)</u>	Common Stock 1,070,77
Series B-1 Preferred Stock	<u>(2)</u>	09/18/2018		C	2,840,909	<u>(2)</u> <u>(2)</u>	Common Stock 312,741
Series B-2 Preferred Stock	<u>(2)</u>	09/18/2018		C	2,367,424	<u>(2)</u> <u>(2)</u>	Common Stock 260,617
Series B-3 Preferred Stock	<u>(2)</u>	09/18/2018		C	4,942,070	<u>(2)</u> <u>(2)</u>	Common Stock 544,047
Series C Preferred Stock	<u>(2)</u>	09/18/2018		C	1,521,895	<u>(2)</u> <u>(2)</u>	Common Stock 167,537

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLAXOSMITHKLINE PLC 980 GREAT WEST ROAD BRENTFORD MIDDLESEX, X0 TW8 9GS			X	

Signatures

/s/ Victoria

Whyte

09/20/2018

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) S.R. One, Limited acquired 270,000 Common Stock of the Issuer in connection with the Issuer's initial public offering.
The Series A, Series B-1, Series B-2, Series B-3 and Series C Preferred Stock were converted into Common Stock on a 9.0839-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series A, Series B-1, Series B-2, Series B-3, and Series C Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The Preferred Stock had no expiration date.
- (2)
- (3) The shares reported herein are held of record by S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (the "Reporting Person").

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.