

GILMAN STEVEN C

Form 4

December 13, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GILMAN STEVEN C

2. Issuer Name **and** Ticker or Trading
Symbol
KERYX
BIOPHARMACEUTICALS INC
[KERX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2018

C/O KERYX
BIOPHARMACEUTICALS,
INC., ONE MARINA PARK
DRIVE, 12TH FLOOR

(Street)

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

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

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

BOSTON, MA 02210

(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)	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 (1) (2)	(A) or (D)	Price (1) (2)
Common Stock	12/12/2018		D		27,333 (1) (2)	D	0

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option	(3)	12/12/2018		D	140,000	(3) (3)	Common Stock	140,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GILMAN STEVEN C
C/O KERYX BIOPHARMACEUTICALS, INC.
ONE MARINA PARK DRIVE, 12TH FLOOR
BOSTON, MA 02210

X

Signatures

/s/ Daniel Kajunski,
Attorney-in-Fact

12/13/2018

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) Disposed of pursuant to the Agreement and Plan of Merger, dated June 28, 2018, by and between Keryx Biopharmaceuticals, Inc. ("Keryx"), Akebia Therapeutics, Inc. ("Akebia") and Alpha Therapeutics Merger Sub Inc., as amended on October 1, 2018 (the "Merger Agreement"), whereby each share of common stock of Keryx was canceled and automatically converted into 0.37433 shares of common stock of Akebia (the "Exchange Ratio"), with fractional shares being paid in cash as provided in the Merger Agreement.

(2) (Continued from footnote 1) The market value of each share of Akebia common stock received pursuant to the Merger Agreement is \$8.94, based on the closing trading price of Akebia common stock on December 12, 2018. Includes 19,999 shares of restricted stock, the vesting of which was accelerated as a result of the Merger, and each share of restricted stock was cancelled and converted into the right to receive 0.37433 shares of Akebia common stock, with fractional shares being paid in cash. The market value of each share of Akebia common stock received is \$8.94, based on the closing trading price of Akebia common stock on December 12, 2018.

(3) Pursuant to the terms of the Merger Agreement, this stock option was cancelled and converted into an option to acquire Akebia common stock, with the number of shares and exercise price adjusted for the Exchange Ratio in accordance with the terms of the Merger Agreement.

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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