

ChemoCentryx, Inc.
Form SC 13D/A
September 18, 2018
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

CHEMOCENTRYX, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

16383L106

(CUSIP Number)

Victoria A. Whyte
GlaxoSmithKline plc
980 Great West Road
Brentford, Middlesex TW8 9GS
England
Telephone: +44 (0)208 047 5000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 17, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1.

GlaxoSmithKline plc

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

3.

SEC USE ONLY

SOURCE OF FUNDS (see instructions)

4.

WC

CHECK BOX IF
DISCLOSURE OF
LEGAL

5. PROCEEDINGS IS
REQUIRED
PURSUANT TO ITEMS
2(d) or 2(e)

CITIZENSHIP OR
PLACE OF

6. ORGANIZATION

England and Wales

| | | |
|--|-----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. | SOLE VOTING POWER 7,343,492 SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER |
| | 9. | |
| | 10. | 7,343,492 SHARED DISPOSITIVE POWER |

-0-

AGGREGATE
AMOUNT
BENEFICIALLY
11. OWNED BY EACH
REPORTING PERSON

7,343,492 (1)

12. CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES
(see instructions)
PERCENT OF CLASS
REPRESENTED BY
13. AMOUNT IN ROW
(11)

14.6% (2)

14. TYPE OF REPORTING
PERSON (see
instructions)

CO

Footnotes:

(1) Shares of Common Stock are held of record by Glaxo Group Limited, an indirect wholly owned subsidiary of

GlaxoSmithKline plc.

(2) Based on 50,378,571 shares of Common Stock outstanding as of July 31, 2018, as reported in the issuers Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 9, 2018.

Item 1. Security and Issuer.

This Amendment No. 3 to Schedule 13D amends and supplements the statement on Schedule 13D originally filed on February 23, 2012 (as amended by Amendment No. 1 filed on May 1, 2013 and Amendment No.2 filed on August 25, 2016, the “Schedule 13D” and as amended by this Amendment No. 3, the “Statement”) with respect to the shares of common stock, par value \$0.001 per share (the “Common Stock”), of ChemoCentryx, Inc., a Delaware corporation (the “Issuer”). GlaxoSmithKline plc is filing this amendment to reflect its entry into an agreement to dispose of all of its shares of Common Stock. The Issuer’s principal executive offices are located at 850 Maude Avenue, Mountain View, California 94043. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

Item 2. Identity and Background.

The response set forth in Item 2 of the Schedule 13D is hereby amended by deleting Schedule 1 in its entirety and replacing it with Schedule 1 attached hereto as well as deleting the second paragraph in its entirety and replacing it with the following:

On September 30, 2016, GlaxoSmithKline plc agreed to a settlement with the SEC relating to an investigation into the commercial practices of certain subsidiaries of GlaxoSmithKline plc in China. The SEC’s order found that GlaxoSmithKline plc violated the internal controls and books and records provisions of the U.S. Foreign Corrupt Practices Act (the “FCPA”). GlaxoSmithKline plc consented to the order without admitting or denying the findings, and agreed to pay a \$20 million civil penalty. GlaxoSmithKline plc also agreed to provide status reports to the SEC for the next two years on its remediation and implementation of anti-corruption compliance measures.

Other than as set forth above in this Item 2, during the last five years prior to the date hereof, neither GlaxoSmithKline plc nor, to the best knowledge of GlaxoSmithKline plc, any of the other persons with respect to whom information is given in response to this Item 2 has been convicted in a criminal proceeding or been a party to a civil proceeding ending in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

Item 4. Purpose of Transaction.

Item 4 is amended by adding the following immediately before “G. *General*” and amending the phrase

“G. *General*” to “H *General*”:

“G. *Stock Purchase Agreement*

On September 17, 2018, GSK entered into a stock purchase agreement (the “Stock Purchase Agreement”) with Vifor (International) Ltd. (“Vifor”) pursuant to which GSK agreed to sell to Vifor 7,343,492 shares of Common Stock at a price of \$11.69 per share, for an aggregate purchase price of \$85,845,421.50. The transaction is subject to certain closing conditions, including expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. GSK expects to complete the transaction in the fourth quarter of

2018.

References to and descriptions of the Stock Purchase Agreement are not intended to be complete and are qualified in their entirety by reference to the full text of the Stock Purchase Agreement which is filed as an exhibit hereto and incorporated by reference herein.”

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

The information included in Item 4 is incorporated herein by reference.

Item 7.

This Amendment amends and supplements Item 7 of the Schedule 13D by adding the following:

“6 Stock Purchase Agreement dated September 17, 2018 between Glaxo Group Limited and Vifor (International) Ltd.”

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 18, 2018

GLAXOSMITHKLINE PLC

/s/ Simon Dingemans

By: Simon Dingemans
Authorized Signatory

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| Name | Business Address | Principal Occupation or Employment | Citizenship |
|---------------------------|---|--|-------------|
| Board of Directors | | | |
| Emma Walmsley | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and Chief Executive Officer | British |
| Manvinder Singh Banga | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | Indian |
| Dr. Vivienne Cox | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | British |
| Simon Dingemans | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and Chief Financial Officer | British |
| Lynn Elsenhans | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | US |
| Dr. Jesse Goodman | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | US |
| Dr Laurie Glimcher | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | US |
| Sir Philip Hampton | 980 Great West Road Brentford Middlesex, England TW8 9GS | Chairman and Company Director | British |
| Judy Lewent | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | US |
| Urs Rohner | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | Swiss |
| Dr. Hal Barron | 269 E. Grand Avenue South San Francisco, CA 94080 | Chief Scientific Officer & President, R&D | US |

**Corporate
Executive Team**

| | | | |
|------------------|---|---|--------------|
| Emma Walmsley | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and Chief Executive Officer | British |
| Roger Connor | 980 Great West Road Brentford Middlesex, England TW8 9GS | President, Global Manufacturing & Supply | Irish |
| Luc Debruyne | 980 Great West Road Brentford Middlesex, England TW8 9GS | President, Global Vaccines | Belgian |
| Simon Dingemans | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and Chief Financial Officer | British |
| Nick Hirons | 980 Great West Road Brentford Middlesex, England TW8 9GS | Senior Vice President, Global Ethics and Compliance | British & US |
| Brian McNamara | 184 Liberty Corner Road Warren NJ, 07059 | Chief Executive Officer, GSK Consumer Healthcare | US |
| David Redfern | 980 Great West Road Brentford Middlesex, England TW8 9GS | Chief Strategy Officer | British |
| Karenann Terrell | 980 Great West Road Brentford Middlesex, England TW8 9GS | Chief Digital and Technology Officer | US |
| Claire Thomas | 980 Great West Road Brentford Middlesex, England TW8 9GS | Senior Vice President, Human Resources | British |
| Philip Thomson | 980 Great West Road Brentford Middlesex, England TW8 9GS | President, Global Affairs | British |
| Daniel Troy | The Navy Yard 5 Crescent Drive Philadelphia, PA 19112 | Senior Vice President & General Counsel | US |
| Luke Miels | | President, Global Pharmaceuticals | Australian |

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980 Great West Road
Brentford
Middlesex, England
TW8 9GS

Dr. Hal Barron

269 E. Grand Avenue Chief Scientific Officer & President, R&D
South San Francisco, CA
94080

US