

FIBROGEN INC  
Form 4  
November 21, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
**KEARNS THOMAS F JR**

(Last) (First) (Middle)

**C/O FIBROGEN, INC., 409 ILLINOIS ST.**

(Street)

**SAN FRANCISCO, CA 94158**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**FIBROGEN INC [FGEN]**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/19/2014**

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)

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  | (A) or (D)   | Price                             |
| Common Stock                    | 11/19/2014                           |  | C                              |   | 179,536   | A  | 11                                |
| Common Stock                    |                                      |  |                                |   | 110,000   | I  | By Trust                          |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Series A Convertible Preferred Stock       | (1)  | 11/19/2014                           |  | C                              | 1,160   | (1) (1)  | Common Stock 464  |
| Series B Convertible Preferred Stock       | (1)  | 11/19/2014                           |  | C                              | 166,437   | (1) (1)  | Common Stock 66,574   |
| Series E Convertible Preferred Stock       | (1)  | 11/19/2014                           |  | C                              | 42,236  | (1) (1)  | Common Stock 16,894   |
| Series RA Convertible Preferred Stock      | (1)  | 11/19/2014                           |  | C                              | 107,142   | (1) (1)  | Common Stock 42,856   |
| Series F Convertible Preferred Stock       | (1)  | 11/19/2014                           |  | C                              | 131,870   | (1) (1)  | Common Stock 52,748   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KEARNS THOMAS F JR<br>C/O FIBROGEN, INC.<br>409 ILLINOIS ST.<br>SAN FRANCISCO, CA 94158 | X             |           |         |       |

## Signatures

/s/ John Alden,  
Attorney-in-fact

11/21/2014

\*\*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).

Each share of the issuer's Series A Preferred Stock, Series B Preferred Stock, Series E Preferred Stock, Series RA Preferred Stock and

(1) Series F Preferred Stock automatically converted into 0.4 of a share of common stock immediately prior to the closing of the issuer's initial public offering, and has no expiration date.

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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