

ROBIN HOWARD W  
Form 4  
August 18, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
ROBIN HOWARD W

2. Issuer Name and Ticker or Trading Symbol  
NEKTAR THERAPEUTICS  
[NKTR]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

(Last) (First) (Middle)  
  
C/O NEKTAR  
THERAPEUTICS, 455 MISSION  
BAY BOULEVARD SOUTH  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/16/2017

SAN FRANCISCO, CA 94158  
  
(City) (State) (Zip)

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

**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 Ownership (Instr. 4) |         |   |           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|-----------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |         |   |           |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |         |   |           |
| Common Stock                    | 08/16/2017                           |  | S                              |   | 8,380<br>(1)  | D  | \$ 19.32<br>(2)                            | 152,504 | D |           |
| Common Stock (3)                | 08/16/2017                           |  | M                              |   | 83,334  | A  | \$ 11.34                                   | 235,838 | D |           |
| Common Stock (3)                | 08/16/2017                           |  | S                              |   | 83,334  | D  | \$ 19.25<br>(4)                            | 152,504 | D |           |
| Common                          |                                      |  |                                |   |   |  |  | 410     | I | by spouse |

Stock

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

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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 |
| Stock Option<br>(3)                        | \$ 11.34   | 08/16/2017                           |  | M                              |   | 83,334   | 02/01/2014 01/31/2018   | Common Stock | 83,334                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                 |
|---|---------------|-----------|---------|-----------------|
|   | Director      | 10% Owner | Officer | Other           |
| ROBIN HOWARD W<br>C/O NEKTAR THERAPEUTICS<br>455 MISSION BAY BOULEVARD SOUTH<br>SAN FRANCISCO, CA 94158 | X             |           |         | President & CEO |

## Signatures

Mark A. Wilson,  
Attorney-in-Fact

08/18/2017

\_\_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) 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 the reporting person.

(2)

## Edgar Filing: ROBIN HOWARD W - Form 4

This transaction was executed in multiple trades at prices ranging from \$19.02 to \$19.67. The price reported above reflects the weighted 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.

- (3) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by Mr. Robin on March 9, 2017 related to 500,000 stock options scheduled to expire on January 31, 2018.

- (4) This transaction was executed in multiple trades at prices ranging from \$19.02 to \$19.60. The price reported above reflects the weighted 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.

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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