

Achaogen Inc
Form 4
July 06, 2016

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 *
Schilke Tobin

(Last) (First) (Middle)

C/O ACHAOPEN, INC., 7000
SHORELINE COURT, #371

(Street)

SOUTH SAN
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Achaogen Inc [AKAO]

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

07/05/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	07/05/2016		A		27,000 (1)	A	\$ 0 27,000 D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount of Underlying Securities	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Stock Option (Right to Buy)	\$ 4.09	07/05/2016		A	100,000	(2) 07/05/2026	Common Sotck	100,000	
Stock Option (Right to Buy)	\$ 4.09	07/05/2016		A	26,000	(3) 07/05/2026	Common Sotck	26,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schilke Tobin C/O ACHAOGEN, INC. 7000 SHORELINE COURT, #371 SOUTH SAN FRANCISCO, CA 94080			Chief Financial Officer	

Signatures

/s/ Pattie Chiang, Attorney-in-Fact for Tobin Schilke 07/06/2016

**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) Grant of Restricted Stock Units ("RSUs"). The reporting person is entitled to one (1) share of Common Stock for each one (1) RSU upon the vesting thereof.
- (2) 25% of the shares subject to the option vest on July 5, 2017, and the remaining shares subject to the option vest in 36 successive, equal monthly installments on each monthly anniversary thereafter, subject to the reporting person's continued employment or service relationship with the Issuer on each such vesting date.
- The shares subject to the option shall vest on the following schedule: (i) 40% of the shares subject to the option will vest on the 30th consecutive date that closing trading price of the Issuer's common stock first reaches or exceeds \$12.00 per share; (ii) 40% of the shares subject to the option will vest the 30th consecutive date that closing trading price of the Issuer's common stock first reaches or exceeds \$25.00 per share; and (iii) 20% of the shares subject to the option will vest the 30th consecutive date that closing trading price of the Issuer's common stock first reaches or exceeds \$55.00 per share, subject to the reporting person's continued employment or service relationship with the Issuer on each such vesting date and as appropriately adjusted for stock splits, stock dividends, recapitalizations and the like.

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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