Hillan Kenneth J. Form 4 June 28, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

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 may continue.

See Instruction 1(b).

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * Hillan Kenneth J.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

(Zip)

Achaogen Inc [AKAO] 3. Date of Earliest Transaction

> _X__ Director X_ Officer (give title

10% Owner

C/O ACHAOGEN, INC., 1 TOWER

(Street)

(State)

(First)

06/26/2018

(Month/Day/Year)

below)

Other (specify below)

PLACE #300

(City)

(Last)

4. If Amendment, Date Original

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

See Remarks

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SOUTH SAN FRANCISCO, CA 94080

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	quired, Disposed o	of, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(msu. 4)	(IIIsti. +)
Common Stock	06/26/2018		A(1)	2,150	A	\$0	116,145 (2)	D	
Common Stock	06/26/2018		S(3)	744	D	\$ 9.59	115,401 (2)	D	

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

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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. Transactic Code (Instr. 8)	5. Number of or 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 (Right to Buy)	\$ 10.64	06/26/2018		A(1)	10,000	<u>(4)</u>	02/08/2028	Common Stock	10,000

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Reporting Owners

Reporting Owner Name / Address	Keiationsinps					
•	Director	10% Owner	Officer	Othe		
Hillan Kenneth J.						
C/O ACHAOGEN, INC.	X		See Remarks			
1 TOWER PLACE #300	Λ		See Remarks			
SOUTH SAN FRANCISCO, CA 94080						

Signatures

/s/ Gary Loeb, Attorney-in-fact for Kenneth Hillan 06/28/2018

**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).
- On February 8, 2018, the issuer granted the reporting person Restricted Stock Units ("RSUs") and a stock option that each vest upon the achievement of certain milestones. On June 26, 2018, one of the milestones was achieved, resulting in vesting of a portion of the RSUs and shares subject to the option.
- (2) Includes (i) 1,744 shares acquired under the Issuer's Employee Stock Purchase Plan on May 31, 2018 and (ii) 78,600 RSUs.
- (3) The shares were sold solely to satisfy tax or other government withholding obligations in connection with the vesting of RSUs of the Issuer.
- (4) The option is fully vested and exercisable.

Remarks:

President of Achaogen and President of R&D

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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