

Achaogen Inc  
Form 4  
March 01, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Friedland Ian

(Last) (First) (Middle)

C/O ACHAOGEN, 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)

02/26/2016

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 Medical 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/26/2016		A	(A) or (D) Price	13,500 (1) A \$ 0 34,500 (2)	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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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)**

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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)		8. Amount or Number of Shares (Instr. 3, 4, and 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.65	02/26/2016		A		44,000		<u>(3)</u>	02/26/2026	Common Stock	44,000
Stock Option (Right to Buy)	\$ 3.65	02/26/2016		A		20,000		<u>(4)</u>	02/26/2026	Common Stock	20,000

## Reporting Owners

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

## Signatures

/s/ Pattie Chiang, Attorney-in-Fact for Ian Friedland

03/01/2016

\*\*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) Consists of (i) 28,500 RSUs and (ii) an aggregate of 6,000 shares acquired under the issuer's Employee Stock Purchase Plan on May 29, 2015 and November 30, 2015.
- (3) The shares subject to the option vest in 48 successive, equal monthly installments on each monthly anniversary of February 19, 2016, subject to the reporting person's continued employment or service relationship with the Issuer on each such vesting date.
- (4) The shares subject to the option shall vest on the following schedule: (i) 40% of the shares subject to the option will vest when the 30-day average closing price of the Issuer's Common Stock is at least \$12.00 per share; (ii) 40% of the shares subject to the option will vest when the 30-day average closing price of the Issuer's Common Stock is at least \$25.00 per share; and (iii) 20% of the shares subject to the option will vest when the 30-day average closing price of the Issuer's Common Stock is at least \$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

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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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