

Dorling Janet  
Form 3  
April 20, 2018

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*

Â Dorling Janet

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/20/2018

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
Chief Commercial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting Person

C/O ACHAOGEN, INC.,Â 1  
TOWER PLACE, #300

(Street)

SOUTH SAN  
FRANCISCO,Â CAAÂ 94080

(City)

(State)

(Zip)

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities Beneficially Owned  
(Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Common Stock

20,761 <sup>(1)</sup>

D

Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

## Edgar Filing: Dorling Janet - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (2)	02/27/2027	Common Stock	104,000	\$ 23.68	D	Â
Stock Option (Right to Buy)	Â (3)	02/27/2027	Common Stock	26,000	\$ 23.68	D	Â
Stock Option (Right to Buy)	Â (4)	02/08/2028	Common Stock	48,000	\$ 10.64	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dorling Janet C/O ACHAOGEN, INC. 1 TOWER PLACE, #300 SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â Chief Commercial Officer	Â

## Signatures

/s/ Gary Loeb, Attorney-in-fact for Janet Dorling

04/20/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Includes 18,400 Restricted Stock Units.

25% of the shares subject to the option vested on February 27, 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 the closing trading price of the Issuer's common stock first reaches or exceeds \$30.00 per share; (ii) 40% of the shares subject to the option will vest on the 30th consecutive date that the closing trading price of the Issuer's common stock first reaches or exceeds \$40.00 per share; and (iii) 20% of the shares subject to the option will vest on the 30th consecutive date that the 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.

(4) The shares subject to the option vest in 48 successive, equal monthly installments on each monthly anniversary of February 8, 2018, subject to the reporting person's continued employment or service relationship with the Issuer on each such vesting 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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