

Zosano Pharma Corp
 Form 4/A
 December 17, 2015

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 *
 Alataris Konstantinos

(Last) (First) (Middle)

C/O ZOSANO PHARMA CORPORATION, 34970 ARDENTECH COURT

(Street)

FREMONT, CA 94555

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Zosano Pharma Corp [ZSAN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/15/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/16/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)			(Instr. 3 and 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 8.18 ⁽¹⁾	12/15/2015	D		48,896		⁽²⁾	09/21/2025	Common Stock	48,8
Employee Stock Option (right to buy)	\$ 8.18 ⁽¹⁾	12/15/2015	D		160,498		⁽²⁾	09/21/2025 ⁽⁴⁾	Common Stock	160,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alataris Konstantinos C/O ZOSANO PHARMA CORPORATION 34970 ARDENTECH COURT FREMONT, CA 94555			President	

Signatures

/s/ Jeffrey L. Quillen,
attorney-in-fact

12/17/2015

__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) The original Form 4 filed on December 16, 2015 is amended by this Form 4 amendment to correct the stock option exercise price which was incorrectly reported in the original filing due to a clerical error.
- (2) The option provided for 25% of the total number of shares underlying the stock option to vest on September 21, 2016, and the remaining underlying shares to vest in equal monthly installments over the following three-year period.

On December 15, 2015, the issuer canceled, pursuant to the issuer's option exchange program, two options, one for 48,896 shares of ZSAN common stock and the other for 160,498 shares of ZSAN common stock, both of which were granted to the reporting person on September 21, 2015. In exchange, the reporting person received a replacement option, for 209,934 shares, having an exercise price of \$2.26 per share.
- (3)
- (4) The original Form 4 filed on December 16, 2015 is amended by this Form 4 amendment to correct the expiration date which was incorrectly reported in the original filing due to a clerical error.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.