

SOON-SHIONG PATRICK

Form 4

March 21, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SOON-SHIONG PATRICK

(Last) (First) (Middle)

C/O NANTKWEST, INC., 3530
JOHN HOPKINS COURT

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NantKwest, Inc. [NK]

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/21/2019		O		17,589,250	A \$ 1.9984	18,189,250	D	
Common Stock	03/21/2019		M		1,851,500	A \$ 2.1983	20,040,750	D	
Common Stock							40,575,814 <u>(1)</u>	I	See footnote <u>(2)</u>
Common Stock							5,618,326	I	See footnote <u>(3)</u>

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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)

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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrant (right to buy)	\$ 1.9984	03/21/2019		O	17,589,250	<u>(4)</u>	03/24/2019	Common Stock	17,58
Stock Option (right to buy)	\$ 2.1983	03/21/2019		M	1,851,500	<u>(5)</u>	03/24/2019	Common Stock	1,85

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOON-SHIONG PATRICK C/O NANTKWEST, INC. 3530 JOHN HOPKINS COURT SAN DIEGO, CA 92121	X	X	Chairman and CEO	
Cambridge Equities, LP 9922 JEFFERSON BLVD. CULVER CITY, CA 90232		X		
MP 13 Ventures, LLC 9922 JEFFERSON BLVD. CULVER CITY, CA 90232		X		

Signatures

/s/ Patrick Soon-Shiong, and /s/ Charles Kenworthy, Manager of MP 13 Ventures, on behalf
of itself and as General Partner of Cambridge Equities

03/21/2019

____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) Due to a clerical error, the number of shares beneficially owned was incorrectly reported in the Forms 4 filed on July 13, 2018 and January 4, 2017.

Shares held by Cambridge Equities, LP ("Cambridge Equities"). MP 13 Ventures, LLC ("MP 13 Ventures") is the general partner of

- (2) Cambridge Equities and may be deemed to have beneficial ownership of the shares held by Cambridge Equities. The reporting person is the sole member of MP 13 Ventures and has voting and dispositive power over the shares held by Cambridge Equities.

Shares held by the Chan Soon-Shiong Family Foundation, an exempt corporation organized under the laws of the State of Delaware (the "Foundation"). The Foundation has the sole power to vote and direct the disposition of all shares directly owned by the Foundation,

- (3) except to the extent it may be deemed to share such power with the reporting person by virtue of the reporting person's control over the Foundation. The reporting person serves as Chairman of the Foundation.

185,150 of the shares subject to the warrant vested and became exercisable monthly for forty (40) months beginning April 1, 2015. The

- (4) remaining 10,183,250 shares subject to the warrant vested and became exercisable upon the completion of certain milestones as defined in the warrant.

Subject to the reporting person's continuing service, one forty-eighth (1/48th) of the shares subject to the option shall vest each month on the same day as the vesting commencement date, such that the shares subject to the option shall become fully vested and exercisable on the fourth (4th) anniversary of the vesting commencement date. The vesting commencement date for this option is March 24, 2015. The

- (5) shares subject to the option shall fully vest and become exercisable upon a change in control, as defined in the reporting person's employment agreement. If the reporting person's employment is terminated without "cause" or if the reporting person resigns for "good reason" (as such terms are defined in the reporting person's employment agreement), the shares subject to the option shall fully vest and become exercisable.

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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