

CRAVES FRED B

Form 4

June 14, 2018

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 *
CRAVES FRED B

(Last) (First) (Middle)

C/O DERMIRA, INC., 275
MIDDLEFIELD ROAD, SUITE 150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Dermira, Inc. [DERM]

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

06/12/2018

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)

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	06/13/2018 ⁽¹⁾		M	3,000 A \$ 0	3,000	D	
Common Stock					30,000	I	Fred Craves Family Foundation ⁽²⁾
Common Stock					65,572	I	See footnote ⁽³⁾
Common Stock					3,441,075	I	See Footnote ⁽⁴⁾

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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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Director Stock Option (right to buy)	\$ 9.95	06/12/2018		A	6,000	<u>(5)</u> 06/12/2028	Common Stock 6,000
Restricted Stock Unit	<u>(6)</u>	06/12/2018		A	3,000	<u>(7)</u> <u>(6)</u>	Common Stock 3,000
Restricted Stock Unit	<u>(6)</u>	06/13/2018		M	3,000	<u>(8)</u> <u>(6)</u>	Common Stock 3,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CRAVES FRED B
C/O DERMIRA, INC.
275 MIDDLEFIELD ROAD, SUITE 150
MENLO PARK, CA 94025

Signatures

/s/ Fred B.
Craves 06/14/2018

**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).

(1) Represents shares acquired upon vesting of RSU granted on June 13, 2017.

Dr. Craves serves as the chief executive officer of the Fred Craves Family Foundation (the "Foundation"). Dr. Craves does not have a

(2) pecuniary interest in the shares held by the Foundation and disclaims beneficial ownership over such shares. This report shall not be deemed an admission that the reporting person is the beneficial owner of such shares granted on June 13, 2017.

The securities are held directly by Bay City Capital Fund V Co-Investment Fund, L.P. ("Co-Investment V"). Dr. Craves disclaims

beneficial ownership over the securities owned by Co-Investment V, and this report shall not be deemed an admission that the reporting

(3) person is the beneficial owner of such shares, except to the extent of his pecuniary interest, if any, in the securities by virtue of the limited liability company interests he owns in Bay City Capital LLC, which is the manager of Co-Investment V's general partner, Bay City Capital Management V LLC.

The securities are held directly by Bay City Capital Fund V, L.P. ("Fund V"). Dr. Craves disclaims beneficial ownership over the

securities owned by Fund V, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such

(4) shares, except to the extent of his pecuniary interest, if any, in the securities by virtue of the limited liability company interests he owns in Bay City Capital LLC, which is the manager of Fund V's general partner, Bay City Capital Management V LLC.

(5) The stock option will vest and become exercisable as to 100% of the shares on June 12, 2019, subject to the continuing service of the Reporting Person on such vesting date.

(6) Each RSU represents a contingent right to receive one share of DERM common stock.

(7) The RSU will vest 100% of the shares on June 12, 2019, subject to the continuing service of the Reporting Person on such vesting date.

(8) The RSU, which was granted on June 13, 2017, fully vested on June 13, 2018.

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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