

Sarpangal Zeryn
Form 3
October 11, 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 *

^ Sarpangal Zeryn

(Last) (First) (Middle)

C/O ACHAOGEN, INC., ^ 1
TOWER PLACE, SUITE 300

(Street)

SOUTH SAN
FRANCISCO, ^ CAA ^ 94080

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

10/01/2018

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 Financial Officer

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 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

27,434 ⁽¹⁾

D ^

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

SEC 1473 (7-02)

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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)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (2)	06/26/2024	Common Stock	17,160	\$ 14.89	D	Â
Stock Option (Right to Buy)	Â (3)	09/24/2025	Common Stock	18,000	\$ 6.99	D	Â
Stock Option (Right to Buy)	Â (4)	02/26/2026	Common Stock	18,000	\$ 3.65	D	Â
Stock Option (Right to Buy)	Â (5)	02/26/2026	Common Stock	20,000	\$ 3.65	D	Â
Stock Option (Right to Buy)	Â (5)	09/23/2026	Common Stock	18,000	\$ 4.34	D	Â
Stock Option (Right to Buy)	Â (6)	02/22/2027	Common Stock	36,000	\$ 23.62	D	Â
Stock Option (Right to Buy)	Â (7)	02/22/2027	Common Stock	9,000	\$ 23.62	D	Â
Stock Option (Right to Buy)	Â (8)	02/08/2028	Common Stock	28,000	\$ 10.64	D	Â
Stock Option (Right to Buy)	Â (9)	09/11/2028	Common Stock	65,000	\$ 4.79	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sarpangal Zeryn C/O ACHAOGEN, INC. 1 TOWER PLACE, SUITE 300 SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Zeryn
Sarpangal

10/11/2018

**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 17,736 Restricted Stock Units.

(2) The option is fully vested and exercisable.

(3) The shares subject to the option vest in 48 successive, equal monthly installments on each monthly anniversary of September 25, 2015, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

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- (4) 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.

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 splits, stock dividends, recapitalizations and the like.

- (5)

- (6) The shares subject to the option vest in 48 successive, equal monthly installments on each monthly anniversary of February 22, 2017, 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 when the 30-day average closing price of the Issuer's Common Stock is at least \$30.00 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 \$40.00 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 splits, stock dividends, recapitalizations and the like.

- (7)

- (8) 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.

40% of the shares subject to the option vest and become exercisable on the one year anniversary of September 11, 2018, and 60% of the

- (9) shares subject to the option vest and become exercisable on the two year anniversary of September 11, 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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