

Neff Thomas B  
Form 4  
March 08, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Neff Thomas B

(Last) (First) (Middle)

C/O FIBROGEN, INC., 409  
ILLINOIS ST.

(Street)

SAN FRANCISCO, CA 94158

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FIBROGEN INC [FGEN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/06/2018

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)

Chief Executive 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 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 or Price		
Common Stock	03/06/2018		F		16,199 (1)	D	
Common Stock	03/07/2018		M		10,265	D	
Common Stock	03/07/2018		S		8,802 (2)	D	
Common Stock	03/07/2018		S		7,800 (2)	D	
	03/07/2018		S			D	

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Common Stock			2,298 <u>(2)</u>		\$ 54.14 <u>(5)</u>				
Common Stock	03/07/2018		S	700 <u>(2)</u>	D	\$ 52.82 <u>(6)</u>	121,634	I	By Family Partnership
Common Stock	03/07/2018		S	218 <u>(2)</u>	D	\$ 53.91 <u>(7)</u>	121,416	I	By Family Partnership
Common Stock	03/08/2018		M	7,005	A	\$ 2.35	2,905,795	D	
Common Stock	03/08/2018		M	3,314	A	\$ 3.6	2,909,109	D	
Common Stock	03/08/2018		S	6,400 <u>(2)</u>	D	\$ 52.74 <u>(8)</u>	2,902,709	D	
Common Stock	03/08/2018		S	11,800 <u>(2)</u>	D	\$ 53.44 <u>(9)</u>	2,890,909	D	
Common Stock	03/08/2018		S	700 <u>(2)</u>	D	\$ 54.09 <u>(10)</u>	2,890,209	D	
Common Stock	03/08/2018		S	300 <u>(2)</u>	D	\$ 52.55 <u>(11)</u>	121,116	I	By Family Partnership
Common Stock	03/08/2018		S	618 <u>(2)</u>	D	\$ 53.59 <u>(12)</u>	120,498	I	By Family Partnership
Common Stock							19,500	I	By Spouse
Common Stock							60,946	I	See footnote <u>(13)</u>

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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Disposition
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.35	03/07/2018	M		10,265		<u>(14)</u>	03/12/2018	Common Stock	10,265
Stock Option (Right to Buy)	\$ 2.35	03/08/2018	M		7,005		<u>(14)</u>	03/12/2018	Common Stock	7,005
Stock Option (Right to Buy)	\$ 3.6	03/08/2018	M		3,314		<u>(14)</u>	03/11/2019	Common Stock	3,314

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neff Thomas B C/O FIBROGEN, INC. 409 ILLINOIS ST. SAN FRANCISCO, CA 94158	X		Chief Executive Officer	

## Signatures

/s/ Dorothy Pacini,  
Attorney-in-fact  
\*\*Signature of Reporting Person

03/08/2018  
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 withheld by the issuer to satisfy a tax obligation realized by the reporting person upon the vesting of restricted stock units.
- (2) Shares sold pursuant to a 10b5-1 plan.
- (3) The shares were sold at prices ranging from \$52.00 to \$52.95. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) The shares were sold at prices ranging from \$53.00 to \$53.90. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5)

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The shares were sold at prices ranging from \$54.00 to \$54.25. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (6) The shares were sold at prices ranging from \$52.30 to \$53.20. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (7) The shares were sold at prices ranging from \$53.55 to \$54.25. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (8) The shares were sold at prices ranging from \$52.05 to \$53.00. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (9) The shares were sold at prices ranging from \$53.05 to \$53.975. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (10) The shares were sold at prices ranging from \$54.00 to \$54.10. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (11) The shares were sold at prices ranging from \$52.05 to \$52.85. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (12) The shares were sold at prices ranging from \$53.20 to \$54.10. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (13) The shares are held by BioGrowth Partners, LP. The reporting person is the sole general partner of BioGrowth Partners, LP and has sole voting and dispositive power over the shares held by BioGrowth Partners, LP.
- (14) Fully vested.

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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