

Cappel Markus J.
Form 4
June 29, 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 *
Cappel Markus J.

(Last) (First) (Middle)

C/O CHEMOCENTRYX, INC., 850 MAUDE AVENUE

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ChemoCentryx, Inc. [CCXI]

3. Date of Earliest Transaction (Month/Day/Year)
06/27/2018

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 Bus. Officer & Treasurer

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 | 06/27/2018 | | M | | 800 A \$ 6 24,626 | D | |
| Common Stock | 06/27/2018 | | S ⁽¹⁾ | | 800 ⁽²⁾ D \$ 13.5 23,826 | D | |
| Common Stock | 06/28/2018 | | M | | 24,279 A \$ 6 48,105 | D | |
| Common Stock | 06/28/2018 | | S ⁽¹⁾ | | 24,279 ⁽²⁾ D \$ 13.674 ⁽³⁾ 23,826 | D | |
| Common Stock | 06/29/2018 | | M | | 100 A \$ 6 23,926 | D | |

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Common Stock 06/29/2018 S⁽¹⁾ 100 ⁽²⁾ D \$ 14.1 23,826 D

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 (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Option (right to buy) | \$ 6 | 06/27/2018 | | M | 800 | 07/28/2009 ⁽⁴⁾ 07/28/2019 | Common Stock | 800 | |
| Stock Option (right to buy) | \$ 6 | 06/28/2018 | | M | 24,279 | 07/28/2009 ⁽⁴⁾ 07/28/2019 | Common Stock | 24,279 | |
| Stock Option (right to buy) | \$ 6 | 06/29/2018 | | M | 100 | 07/28/2009 ⁽⁴⁾ 07/28/2019 | Common Stock | 100 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cappel Markus J.
C/O CHEMOCENTRYX, INC.
850 MAUDE AVENUE
MOUNTAIN VIEW, CA 94043

Chief Bus. Officer & Treasurer

Signatures

/s/ Susan M. Kanaya, as
Attorney-in-Fact

06/29/2018

__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) Shares sold are associated with stock options that will expire in July 2019.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
Reflects the weighted average sale price of the sales sold. The shares were sold in multiple trades at prices ranging from \$13.50 to \$14.01
- (3) per share. The Reporting Person will provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- (4) As of June 27, 2018, and prior to this transaction, the exercised options were fully vested.
- (5) Not applicable.

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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