

Ultragenyx Pharmaceutical Inc.
 Form 4
 February 05, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 FMR LLC

2. Issuer Name and Ticker or Trading Symbol
 Ultragenyx Pharmaceutical Inc.
 [RARE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 245 SUMMER STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/30/2014

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Edward C. Johnson 3d

BOSTON, MA 02210
 (City) (State) (Zip)

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 01/30/2014 | | C | | 2,912,443 | A | Ⓛ 2,912,443 | I | by Beacon Bioventures Fund II Limited Partnership |
| Common Stock | 01/30/2014 | | C | | 172,797 | A | Ⓛ 3,085,240 | I | by Beacon Bioventures Fund II Limited Partnership |
| Common Stock | 01/31/2014 | | P | | 175,000 | A | \$ 21 3,260,240 | I | by Beacon Bioventures |

Fund II
Limited
Partnership

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount | | |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|---|-----------------|--------------|---------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Number | | | | | |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Number Shares |
| Series A Convertible Preferred Stock | (1) | 01/30/2014 | | C | | 9,129,063 | | (1) | (1) | Common Stock | 2,912,7 |
| Series B Convertible Preferred Stock | (1) | 01/30/2014 | | C | | 541,634 | | (1) | (1) | Common Stock | 172,7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------|
| | Director | 10% Owner | Officer | Other |
| FMR LLC 245 SUMMER STREET BOSTON, MA 02210 | | X | | Edward C. Johnson 3d |

Signatures

Scott C. Goebel, Duly authorized under Powers of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries, and by and on behalf of Edward C. Johnson 3d

02/05/2014

**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) On January 30, 2014, in connection with the completion of the issuer's initial public offering, all shares of Convertible Preferred Stock converted into Common Stock on a 3.1345-for-1 basis.

Remarks:

Beacon Bioventures Advisors Fund II Limited Partnership is the general partner of Beacon Bioventures Fund II Limited Partnership.

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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