

Aimmune Therapeutics, Inc.

Form 4

November 15, 2016

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DILLY STEPHEN GEORGE

(Last) (First) (Middle)

**AIMMUNE THERAPEUTICS,
INC., 8000 MARINA
BOULEVARD, SUITE 300**

(Street)

BRISBANE, CA 94005-1884

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Aimmune Therapeutics, Inc. [AIMT]

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

11/10/2016

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)

See Remarks

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)
Common Stock, \$0.0001 par value	07/25/2016		G ⁽¹⁾	V 14,447 A \$ 0	779,755 ⁽²⁾ ₍₃₎	D	
Common Stock, \$0.0001 par value	07/25/2016		G ⁽¹⁾	V 14,447 D \$ 0	51,403	I	By GRAT 1 ⁽⁴⁾
Common Stock, \$0.0001	07/25/2016		G ⁽⁵⁾	V 14,447 A \$ 0	14,447	I	By Wife

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par value									
Common Stock, \$0.0001 par value	07/25/2016	G ⁽⁵⁾	V	14,447	D	\$ 0	51,403	I	By Wife's GRAT 1 ⁽⁶⁾
Common Stock, \$0.0001 par value	08/24/2016	G ⁽⁷⁾	V	14,447	D	\$ 0	765,308 ⁽²⁾	D	
Common Stock, \$0.0001 par value	08/24/2016	G ⁽⁷⁾	V	14,447	A	\$ 0	14,447	I	By GRAT 2 ⁽⁸⁾
Common Stock, \$0.0001 par value	08/24/2016	G ⁽⁹⁾	V	14,447	D	\$ 0	0	I	By Wife
Common Stock, \$0.0001 par value	08/24/2016	G ⁽⁹⁾	V	14,447	A	\$ 0	14,447	I	By Wife's GRAT 2 ⁽¹⁰⁾
Common Stock, \$0.0001 par value	11/10/2016	S ⁽¹¹⁾		1,304	D	\$ 25	764,004 ⁽²⁾	D	
Common Stock, \$0.0001 par value	11/11/2016	S ⁽¹¹⁾		23,696	D	\$ 25.0249 ⁽¹²⁾	740,308 ⁽²⁾	D	
Common Stock, \$0.0001 par value	11/11/2016	S ⁽¹¹⁾		25,000	D	\$ 25	715,308 ⁽²⁾	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DILLY STEPHEN GEORGE
AIMMUNE THERAPEUTICS, INC.
8000 MARINA BOULEVARD, SUITE 300
BRISBANE, CA 94005-1884

X

See Remarks

Signatures

/s/ Warren L. DeSouza, as Attorney-in-Fact for Stephen G.
Dilly

11/15/2016

__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) This transaction involved a gift of securities previously held indirectly by Stephen G. Dilly, as Trustee of The Stephen G. Dilly 2015 Grantor Retained Annuity Trust dated June 23, 2015 (the "First Dilly Trust"). Such shares were transferred from the First Dilly Trust to Reporting Person on July 25, 2016.
- (2) A portion of these shares is subject to a right of repurchase held by the Issuer.
- (3) Includes 14,447 shares previously held indirectly by the First Dilly Trust. Such shares were transferred from the First Dilly Trust to Reporting Person on July 25, 2016.
- (4) These shares are held by the First Dilly Trust. Dr. Dilly has sole voting, investment and dispositive power over the shares held by the First Dilly Trust.
- (5) This transaction involved a gift of securities previously held indirectly by Edwina Lynette Mullens, as Trustee of The Edwina Lynette Mullens 2015 Grantor Retained Annuity Trust dated June 23, 2015 (the "First Mullens Trust"). Such shares were transferred from the First Mullens Trust to Reporting Person's wife on July 25, 2016. Dr. Dilly disclaims beneficial ownership of the shares held by Ms. Mullens.
- (6) These shares are held by the First Mullens Trust. Ms. Mullens has sole voting, investment and dispositive power over the shares held by the First Mullens Trust. Dr. Dilly disclaims beneficial ownership of the shares held by the First Mullens Trust.
- (7) This transaction involved a gift of securities previously held directly by Stephen G. Dilly to Stephen G. Dilly, Trustee, The Stephen G. Dilly 2016 Grantor Retained Annuity Trust DTD August 12, 2016 (the "Second Dilly Trust"). Such shares were transferred from Reporting Person to the Second Dilly Trust on August 24, 2016.
- (8) These shares are held by the Second Dilly Trust. Dr. Dilly has sole voting, investment and dispositive power over the shares held by the Second Dilly Trust.

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- (9) This transaction involved a gift of securities previously held directly by Edwina Lynette Mullens to Edwina Lynette Mullens, Trustee, The Edwina Lynette Mullens 2016 Grantor Retained Annuity Trust DTD August 12, 2016 (the "Second Mullens Trust"). Such shares were transferred from Reporting Person's wife to the Second Mullens Trust on August 24, 2016. Dr. Dilly disclaims beneficial ownership of the shares held by the Second Mullens Trust.
- (10) These shares are held by the Second Mullens Trust. Ms. Mullens has sole voting, investment and dispositive power over the shares held by the Second Mullens Trust. Dr. Dilly disclaims beneficial ownership of the shares held by the Second Mullens Trust.
- (11) The sale reported in the Form 4 was effected pursuant to a Rule 10b5 1 trading plan adopted by the Reporting Person.
- (12) The transaction was executed in multiple trades in prices ranging from \$25.00 to \$25.17, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.

Remarks:

President and Chief Executive Officer

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.