

NEKTAR THERAPEUTICS

Form 4

February 06, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
Nicholson John

(Last) (First) (Middle)

C/O NEKTAR  
THERAPEUTICS, 455 MISSION  
BAY BOULEVARD SOUTH

(Street)

SAN FRANCISCO, CA 94158

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NEKTAR THERAPEUTICS  
[NKTR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/02/2017

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)  
SVP & Chief Operating 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                            |
| Common Stock                    | 02/02/2017                           |                                                    | M <sup>(1)</sup>               |                                                                   | 66,495 <sub>(1)</sub>                                                                         | A                                                        | \$ 4.65 206,821 D                          |
| Common Stock                    | 02/02/2017                           |                                                    | S <sup>(1)</sup>               |                                                                   | 66,495 <sub>(1)</sub>                                                                         | D                                                        | \$ 12.38 140,326 <sub>(2)</sub> D          |
| Common Stock                    | 02/03/2017                           |                                                    | M <sup>(1)</sup>               |                                                                   | 8,505 <sub>(1)</sub>                                                                          | A                                                        | \$ 4.65 148,831 D                          |
| Common Stock                    | 02/03/2017                           |                                                    | S <sup>(1)</sup>               |                                                                   | 8,505 <sub>(1)</sub>                                                                          | D                                                        | \$ 12.48 140,326 D                         |

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(3)

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 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) | Amount or Number of Shares |  |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|--|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                      |  |
| Employee Stock Option (right to buy)       | \$ 4.65                                                | 02/02/2017                           |                                                    | M <sup>(1)</sup>               | 66,495                                                                                  | <u>(4)</u> 02/22/2017                                    | Common Stock                                                  | 66,495                     |  |
| Employee Stock Option (right to buy)       | \$ 4.65                                                | 02/03/2017                           |                                                    | M <sup>(1)</sup>               | 8,505                                                                                   | <u>(4)</u> 02/22/2017                                    | Common Stock                                                  | 8,505                      |  |

## Reporting Owners

| Reporting Owner Name / Address                                                                          | Relationships |           |                               |       |
|---------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                                                         | Director      | 10% Owner | Officer                       | Other |
| Nicholson John<br>C/O NEKTAR THERAPEUTICS<br>455 MISSION BAY BOULEVARD SOUTH<br>SAN FRANCISCO, CA 94158 |               |           | SVP & Chief Operating Officer |       |

## Signatures

Mark A. Wilson,  
Attorney-in-Fact

02/06/2017

        \*\*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).

The Reporting Person exercised and sold a portion of the Shares of common stock subject to this stock option that expires on February 22, 2017, with the objective of using substantially all of the proceeds to cover the exercise price of the entire stock option and applicable withholding taxes.

- (1) This price reflects the weighted average sale price for open-market sales of Shares made by the Reporting Person on February 2, 2017. The actual prices for these transactions range from \$12.20 to \$12.45, inclusive. The Reporting Person further undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of Shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.
- (2) This price reflects the weighted average sale price for open-market sales of Shares made by the Reporting Person on February 3, 2017. The actual prices for these transactions range from \$12.45 to \$12.51, inclusive.
- (3) This stock option became fully vested on February 23, 2013 and will expire on February 22, 2017 if not exercised.

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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