

Versartis, Inc.
Form 4
March 27, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
SUN ANTHONY Y

(Last) (First) (Middle)

C/O AISLING CAPITAL, 888 SEVENTH AVE., 30TH FLOOR

(Street)

NEW YORK, NY 10106

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Versartis, Inc. [VSAR]

3. Date of Earliest Transaction (Month/Day/Year)
03/26/2014

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)

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	03/26/2014		C	35,104 A <u>1</u> 35,104	I	See FN <u>(2)</u>	
Common Stock	03/26/2014		C	1,236,715 A <u>1</u> 1,271,819	I	See FN <u>(2)</u>	
Common Stock	03/26/2014		C	128,695 A <u>1</u> 1,400,514	I	See FN <u>(2)</u>	
Common Stock	03/26/2014		C	56,939 A <u>1</u> 1,457,453	I	See FN <u>(2)</u>	
Common Stock	03/26/2014		C	477,115 A <u>1</u> 1,934,568	I	See FN <u>(2)</u>	

Common Stock 03/26/2014 P 60,000 A \$ 21,994,568 I See FN (2)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Series B Convertible Preferred Stock	(1)	03/26/2014		C	403,704	(3) (3)	Common Stock	35,	
Series C Convertible Preferred Stock	(1)	03/26/2014		C	14,222,222	(3) (3)	Common Stock	1,236,	
Series D-1 Convertible Preferred Stock	(1)	03/26/2014		C	1,479,993	(3) (3)	Common Stock	128,	
Series D-2 Convertible Preferred Stock	(1)	03/26/2014		C	654,796	(3) (3)	Common Stock	56,	
Series E Convertible Preferred Stock	(1)	03/26/2014		C	5,486,820	(3) (3)	Common Stock	477,	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X		

SUN ANTHONY Y
C/O AISLING CAPITAL
888 SEVENTH AVE., 30TH FLOOR
NEW YORK, NY 10106

Signatures

/s/ Kevin Haas,
Attorney-in-fact

03/27/2014

__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).

In connection with the completion of the Issuer's initial public offering of common Stock, each share of Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, Series D-1 Convertible Preferred Stock, Series D-2 Convertible Preferred Stock and Series E Convertible Preferred Stock automatically converted into Common Stock on a 1-for 11.5 basis.

(1) The reportable securities are owned directly by Aisling Capital III, LP ("Aisling"), and held indirectly by Aisling Capital Partners III, LP ("Aisling GP"), as general partner of Aisling, Aisling Capital Partners III LLC ("Aisling Partners"), as general partner of Aisling GP, and (2) each of the individual managing members of Aisling Partners. Mr. Sun is a member of the investment committee of Aisling. Mr. Sun disclaims beneficial ownership of these securities and this report is not an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest.

The securities do not have an expiration date. Each share of Series B, Series C, Series D-1, Series D-2 and Series E Convertible Preferred Stock converted automatically into shares of Common Stock in connection with the closing of the Issuer's initial public offering on March (3) 26, 2014. Prior to its conversion into the Issuer's Common Stock, the Series B, Series C, Series D-1, Series D-2 and Series E Convertible Preferred Stock was convertible at any time at the option of the holder.

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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