

Versartis, Inc.
Form 4
January 31, 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 *
Shepard Jay

(Last) (First) (Middle)

C/O VERSARTIS, INC., 4200
BOHANNON DRIVE, SUITE 250

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2017

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)

President and CEO

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	01/27/2017		A	64,700 (1) \$ 0	220,058	D	
Common Stock	01/27/2017		A	10,000 (2) \$ 0	230,058	D	
Common Stock	01/30/2017		S	6,674 (3) \$ 13.85	223,384	D	
Common Stock	01/30/2017		M	10,596 A \$ 2.53	233,980	D	
Common Stock	01/30/2017		S	10,596 (4) \$ 13.31 (5)	223,384	D	

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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (Right to Buy)	\$ 14.3	01/27/2017		A		144,900		(6)	01/26/2027	Common Stock	144
Stock Option (Right to Buy)	\$ 2.53	01/30/2017		M		10,596		(7)	12/27/2023	Common Stock	10,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shepard Jay C/O VERSARTIS, INC. 4200 BOHANNON DRIVE, SUITE 250 MENLO PARK, CA 94025	X		President and CEO	

Signatures

/s/ Kevin Haas,
Attorney-in-fact

01/31/2017

__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).

- Represents the grant of Restricted Stock Units that vest as follows: 25% of the shares subject to the award vest on each of the first, second, third and fourth anniversaries of the date of grant, respectively, subject to the officer's continuous service on each applicable vesting date.
- Represents the grant of Restricted Stock Units that vest as follows: 33.33%, 33.33% and 33.34% of the shares subject to the award vest on each of the first, second and third anniversaries of the date of grant, respectively, subject to the officer's continuous service on each

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applicable vesting date.

- (3) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of certain RSUs, previously reported in Table I following the date of grant.
- (4) Shares sold pursuant to 10b5-1 plan.
- (5) The shares were sold at prices ranging from \$12.90 to \$13.80. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (6) 1/48th of the shares subject to the option become exercisable monthly measured from the date of grant.
- (7) Fully vested.

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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