

Nicholson John
Form 4
November 17, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP & Chief Operating Officer

C/O NEKTAR THERAPEUTICS, 455 MISSION BAY BOULEVARD SOUTH

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94158

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ | 11/15/2017 ⁽²⁾ | | A | 20,000 | A \$ 0 | 253,156 | D |
| Common Stock | 11/16/2017 | | D | 6,620 ⁽³⁾ | D \$ 44.23 ⁽⁴⁾ | 246,536 | 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)

number.

**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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Stock Option <u>(5)</u> | \$ 14.41 | 11/15/2017 ⁽⁶⁾ | | A | 50,000 | <u>(7)</u> | 12/12/2024 | Common Stock | 50,000 |

Reporting Owners

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

Signatures

Mark A. Wilson,
Attorney-in-Fact

11/17/2017

 **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).
 - (1) Represents restricted stock units ("RSUs"), convertible on a one-for-one basis into shares of Common Stock of the Company. These RSUs, at the time of their grant on December 13, 2016, were subject to both performance-based and time-based vesting requirements. On November 15, 2017, the performance-based condition vesting was satisfied. The time-based vesting is on a quarterly pro-rata basis over a period of three (3) years from the date of grant.
 - (2) These restricted stock units ("RSUs") were granted on December 13, 2016 and the performance-based vesting requirement for these RSUs was satisfied on November 15, 2017 upon the Compensation Committee's certification of the successful acceptance of the New Drug Application by the FDA for Ciprofloxacin Dry Powder Inhalation (Cipro DPI).
 - (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 the RSUs held by the reporting person. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
 - (4)

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This transaction was executed in multiple trades at prices ranging from \$41.98 to \$45.47. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and the prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

- These options, at the time of their grant were subject to both performance-based and time-based vesting requirements. On November 15, (5) 2017, the performance-based condition vesting was satisfied. The time-based vesting is on a monthly pro-rata basis over a period of four years from the grant date (December 13, 2016).

- These stock options were granted on December 13, 2016 and the performance-based vesting requirement for these stock options was (6) satisfied on November 15, 2017 upon the Compensation Committee's certification of the successful acceptance of the New Drug Application by the FDA for Ciprofloxacin Dry Powder Inhalation (Cipro CPI).

- (7) This stock option vests on a monthly pro-rata basis over a period of four years from the grant date.

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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