

Achaogen Inc
 Form 3
 March 17, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Swem Lee		(Month/Day/Year)	Achaogen Inc [AKAO]	
(Last)	(First)	03/10/2017		
C/O ACHAOPEN, INC., 7000 SHORELINE COURT, #371			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SOUTH SAN FRANCISCO, CA 94080			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Chief Scientific Officer	<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	34,708 ⁽¹⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (2)	09/25/2024	Common Stock	30,000	\$ 8.04	D	Â
Stock Option (Right to Buy)	Â (3)	09/24/2025	Common Stock	20,000	\$ 6.99	D	Â
Stock Option (Right to Buy)	Â (4)	02/26/2026	Common Stock	20,000	\$ 3.65	D	Â
Stock Option (Right to Buy)	Â (5)	02/26/2026	Common Stock	22,500	\$ 3.65	D	Â
Stock Option (Right to Buy)	Â (5)	09/23/2026	Common Stock	20,000	\$ 4.34	D	Â
Stock Option (Right to Buy)	Â (6)	02/22/2027	Common Stock	40,000	\$ 23.62	D	Â
Stock Option (Right to Buy)	Â (7)	02/22/2027	Common Stock	10,000	\$ 23.62	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Swem Lee C/O ACHAOGEN, INC. 7000 SHORELINE COURT, #371 SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â Chief Scientific Officer	Â

Signatures

/s/ Pattie Chiang, Attorney-in-Fact for Lee Swem 03/17/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 22,230 Restricted Stock Units.
25% of the shares subject to the option vested on August 21, 2015, and the remaining shares subject to the option vest in 36 successive, equal monthly installments on each monthly anniversary thereafter, subject to the reporting person's continued employment or service relationship with the Issuer on each such vesting date.
 - (2) The shares subject to the option vest in 48 successive, equal monthly installments on each monthly anniversary of September 24, 2015, subject to the reporting person's continued employment or service relationship with the Issuer on each such vesting date.
 - (3) The shares subject to the option vest in 48 successive, equal monthly installments on each monthly anniversary of February 19, 2016, subject to the reporting person's continued employment or service relationship with the Issuer on each such vesting date.
 - (4) The shares subject to the option shall vest on the following schedule: (i) 40% of the shares subject to the option will vest on the 30th consecutive date that the closing trading price of the Issuer's common stock first reaches or exceeds \$12.00 per share; (ii) 40% of the

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shares subject to the option will vest on the 30th consecutive date that the closing trading price of the Issuer's common stock first reaches or exceeds \$25.00 per share; and (iii) 20% of the shares subject to the option will vest on the 30th consecutive date that the closing trading price of the Issuer's common stock first reaches or exceeds \$55.00 per share, subject to the reporting person's continued employment or service relationship with the Issuer on each such vesting date and as appropriately adjusted for stock splits, stock dividends, recapitalizations and the like.

- (6) The shares subject to the option vest in 48 successive, equal monthly installments on each monthly anniversary of February 22, 2017, subject to the reporting person's continued employment or service relationship with the Issuer on each such vesting date.

The shares subject to the option shall vest on the following schedule: (i) 40% of the shares subject to the option will vest on the 30th consecutive date that the closing trading price of the Issuer's common stock first reaches or exceeds \$30.00 per share; (ii) 40% of the shares subject to the option will vest on the 30th consecutive date that the closing trading price of the Issuer's common stock first reaches or exceeds \$40.00 per share; and (iii) 20% of the shares subject to the option will vest on the 30th consecutive date that the closing trading price of the Issuer's common stock first reaches or exceeds \$55.00 per share, subject to the reporting person's continued employment or service relationship with the Issuer on each such vesting date and as appropriately adjusted for stock splits, stock dividends, recapitalizations and the like.

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.