Achaogen Inc Form 4 July 13, 2017

## FORM 4

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

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 \*

Bernstein Karen

(First) (Last)

(Middle)

C/O ACHAOGEN, INC., 1 TOWER PLACE, SUITE 300

(Street)

**SOUTH SAN** FRANCISCO, CA 94080 2. Issuer Name and Ticker or Trading

Symbol

Achaogen Inc [AKAO]

3. Date of Earliest Transaction

(Month/Day/Year)

07/11/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if anv

(Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

(A)

or Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

(Instr. 3 and 4)

Reported Transaction(s) 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative

Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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| (Instr. 3)                  | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. | - | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     |                     |                    |                 |                                     |
|-----------------------------|------------------------------------|------------|------------------|---------|---|--|-----|---------------------|--------------------|-----------------|-------------------------------------|
|                             |                                    |            |                  | Code    | V | (A)  | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock Option (Right to Buy) | \$ 22.93                           | 07/11/2017 |                  | A       |   | 20,000   |     | <u>(1)</u>          | 07/11/2027         | Common<br>Stock | 20,000                              |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bernstein Karen
C/O ACHAOGEN, INC.
1 TOWER PLACE, SUITE 300
SOUTH SAN FRANCISCO, CA 94080

## **Signatures**

/s/ Pattie Chiang, Attorney-in-Fact for Karen
Bernstein
07/13/2017

\*\*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) The shares subject to the option vest in 36 successive, equal monthly installments on each monthly anniversary of July 11, 2017, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

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.

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