

Zosano Pharma Corp
Form 3
January 26, 2015

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 | |
| Â BioMed Realty Trust Inc | | (Month/Day/Year) | Zosano Pharma Corp [ZSAN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 17190 BERNARDO CENTER DRIVE | | 01/26/2015 | | |
| (Street) | | | (Check all applicable) | |
| SAN DIEGO,Â CAÂ 92128 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" 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 | 454,243 | I | By BMV Direct SO LP ⁽¹⁾ |
| Common Stock | 1,579,573 | I | By BMV Direct SOTRS LP ⁽²⁾ |

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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|----------------------------|
| 8% Convertible Note Issued 9/9/13 | Â (3) | 03/31/2015 | Common Stock | \$ 336,884.22 | \$ (3) | I | By BMV Direct SO LP (1) |
| 8% Convertible Note Issued 9/9/13 | Â (3) | 03/31/2015 | Common Stock | \$ 1,100,524.23 | \$ (3) | I | By BMV Direct SOTRS LP (2) |
| 8% Convertible Note Issued 2/26/14 | Â (3) | 03/31/2015 | Common Stock | \$ 267,228.16 | \$ (3) | I | By BMV Direct SO LP (1) |
| 8% Convertible Note Issued 2/26/14 | Â (3) | 03/31/2015 | Common Stock | \$ 1,148,017.81 | \$ (3) | I | By BMV Direct SOTRS LP (2) |
| 8% Convertible Note Issued 12/2/14 | Â (3) | 03/31/2015 | Common Stock | \$ 716,816.24 | \$ (3) | I | By BMV Direct SOTRS LP (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BioMed Realty Trust Inc 17190 BERNARDO CENTER DRIVE SAN DIEGO, CA 92128 | Â | Â X | Â | Â |
| BioMed Realty L P 17190 BERNARDO CENTER DRIVE SAN DIEGO, CA 92128 | Â | Â X | Â | Â |

Signatures

Jonathan P. Klassen, Authorized Officer
Date: 01/26/2015

**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).

BioMed Realty, L.P. (the "Partnership") is the sole general partner of BMV Direct SO LP. The sole general partner of the Partnership is (1) BioMed Realty Trust, Inc. (the "REIT"). The REIT has sole voting and dispositive power with respect to the shares directly held by BMV Direct SO LP.

BioMed Realty Holdings, Inc. ("Holdings") is the sole general partner of BMV Direct SOTRS LP. The sole shareholder of Holdings is (2) the Partnership. The sole general partner of the Partnership is the REIT. The REIT has sole voting and dispositive power with respect to the shares directly held by BMV Direct SOTRS LP.

(3) The outstanding principal amount and accrued interest on these Convertible Notes shall automatically be converted into shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering at 85% of the Issuer's initial public offering price per share.

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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