

Aimmune Therapeutics, Inc.

Form 4

February 26, 2016

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DILLY STEPHEN GEORGE

(Last) (First) (Middle)

**C/O AIMMUNE THERAPEUTICS,
INC., 8000 MARINA
BOULEVARD, SUITE 300**

(Street)

BRISBANE, CA 94005-1884

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Aimmune Therapeutics, Inc. [AIMT]

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

02/26/2016

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)

See Remarks

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)
Common Stock, \$0.0001 par value				(A) or (D)			
			Code	V	Amount		Price
					765,308 ⁽¹⁾	D	
Common Stock, \$0.0001 par value					65,850	I	By GRAT ⁽²⁾
Common Stock, \$0.0001 par value					65,850	I	By Wife's GRAT ⁽³⁾

value

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 16.93	02/26/2016		A		240,000		<u>(4)</u>	02/26/2026	Common Stock	240,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DILLY STEPHEN GEORGE C/O AIMMUNE THERAPEUTICS, INC. 8000 MARINA BOULEVARD, SUITE 300 BRISBANE, CA 94005-1884	X		See Remarks	

Signatures

/s/ Warren L. DeSouza, as Attorney-in-Fact for Stephen G.
Dilly

02/26/2016

__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) A portion of these shares is subject to a right of repurchase held by the Issuer.

(2) These shares are held by Stephen G. Dilly, as Trustee of The Stephen G. Dilly 2015 Grantor Retained Annuity Trust dated June 23, 2015 (the "Dilly Trust"). Dr. Dilly has sole voting, investment and dispositive power over the shares held by the Dilly Trust.

(3) These shares are held by Edwina Lynette Mullens, as Trustee of The Edwina Lynette Mullens 2015 Grantor Retained Annuity Trust dated June 23, 2015 (the "Mullens Trust"). Ms. Mullens has sole voting, investment and dispositive power over the shares held by the Mullens

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Trust. Dr. Dilly disclaims beneficial ownership of the shares held by the Mullens Trust.

- (4) The shares subject to the option will vest and become exercisable as to one-forty-eighth (1/48th) of the total number of shares subject to the option in successive, equal monthly installments measured from February 26, 2016, subject to the Reporting Person's continued service relationship with the Issuer on each such vesting date.

Remarks:

President and Chief Executive Officer

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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