

DILLY STEPHEN GEORGE

Form 4

October 25, 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

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

(Last) (First) (Middle)

**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)

10/23/2017

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, \$0.0001 par value	10/23/2017		S ⁽¹⁾		75,468	D	\$ 33.2309 ⁽²⁾	339,840 ⁽³⁾	D
Common Stock, \$0.0001 par value	10/23/2017		S ⁽¹⁾		17,472	D	\$ 34.1509 ⁽⁴⁾	322,368 ⁽³⁾	D
Common Stock, \$0.0001	10/23/2017		S ⁽¹⁾		6,960	D	\$ 35.3921 ⁽⁵⁾	315,408 ⁽³⁾	D

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par value

Common

Stock,

\$0.0001

10/23/2017

S⁽¹⁾

100

D

\$ 36.55

315,308 ⁽³⁾

D

par value

Common

Stock,

\$0.0001

41,075

I

By
Child's
Trust 1 ⁽⁶⁾

par value

Common

Stock,

\$0.0001

20,656

I

By
Family
Trust ⁽⁷⁾

par value

Common

Stock,

\$0.0001

41,075

I

By
Child's
Trust 2 ⁽⁸⁾

par value

Common

Stock,

\$0.0001

14,447

I

By
GRAT 2
⁽⁹⁾

par value

Common

Stock,

\$0.0001

14,447

I

By Wife's
GRAT 2
⁽¹⁰⁾

par value

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

of
Shares

Reporting Owners

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

Signatures

/s/ Douglas T. Sheehy, as Attorney-in-Fact for Stephen G. Dilly 10/25/2017

__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) This sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by Reporting Person.
The transaction was executed in multiple trades in prices ranging from \$32.79 to \$33.78, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (3) A portion of these shares is subject to a right of repurchase held by the Issuer.
The transaction was executed in multiple trades in prices ranging from \$33.79 to \$34.77, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (5) The transaction was executed in multiple trades in prices ranging from \$34.79 to \$35.61, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (6) These shares are held by the Frederick S W Dilly Trust. Dr. Dilly and Ms. Mullens have joint voting, investment and dispositive power over the shares held by the Frederick S W Dilly Trust.
These shares are held by Stephen G. Dilly and Edwina Lynette Mullens as Trustees of The Dilly Family Trust dated October 9, 2002 (the "Family Trust"). Dr. Dilly and Ms. Mullens have joint voting, investment and dispositive power over the shares held by the Family Trust.
- (7) These shares are held by the Harriet F.L. Dilly Trust. Dr. Dilly and Ms. Mullens have joint voting, investment and dispositive power over the shares held by the Frederick S W Dilly Trust.
- (8) These shares are held by Stephen G. Dilly, Trustee, The Stephen G. Dilly 2016 Grantor Retained Annuity Trust DTD August 12, 2016 (the "Second Dilly Trust"). Dr. Dilly has sole voting, investment and dispositive power over the shares held by the Second Dilly Trust.
These shares are held by Edwina Lynette Mullens, Trustee, The Edwina Lynette Mullens 2016 Grantor Retained Annuity Trust DTD August 12, 2016 (the "Second Mullens Trust"). Ms. Mullens has sole voting, investment and dispositive power over the shares held by the Second Mullens Trust. Dr. Dilly disclaims beneficial ownership of the shares held by the Second Mullens Trust.
- (10) August 12, 2016 (the "Second Mullens Trust"). Ms. Mullens has sole voting, investment and dispositive power over the shares held by the Second Mullens Trust. Dr. Dilly disclaims beneficial ownership of the shares held by the Second Mullens Trust.

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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