

NEKTAR THERAPEUTICS

Form 4

July 18, 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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nicholson John

(Last) (First) (Middle)

C/O NEKTAR  
THERAPEUTICS, 455 MISSION  
BAY BOULEVARD SOUTH

(Street)

SAN FRANCISCO, CA 94158

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
NEKTAR THERAPEUTICS  
[NKTR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/14/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP & Chief Operating Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |
| Common<br>Stock <sup>(1)</sup>        | 07/14/2016 <sup>(2)</sup>               |                                                             | A                                       |                                                                            | 26,000                                                                                                             | A                                                                    | \$ 0                                                              |
|                                       |                                         |                                                             |                                         |                                                                            | 103,630                                                                                                            | D                                                                    |                                                                   |

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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Amount<br>or<br>Number<br>of Shares |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                  | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(3)                              | \$ 16.31                                                              | 07/14/2016 <sup>(4)</sup>               |                                                             | A                                       |                                                                                                              | 87,500                                                         |     | <sup>(5)</sup>                                                      | 12/08/2022         | Common<br>Stock                        | 87,500                              |
| Stock<br>Option<br>(6)                              | \$ 15.55                                                              | 07/14/2016 <sup>(7)</sup>               |                                                             | A                                       |                                                                                                              | 22,000                                                         |     | <sup>(5)</sup>                                                      | 12/14/2023         | Common<br>Stock                        | 22,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                          | Relationships |           |                               |       |
|---------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                                                         | Director      | 10% Owner | Officer                       | Other |
| Nicholson John<br>C/O NEKTAR THERAPEUTICS<br>455 MISSION BAY BOULEVARD SOUTH<br>SAN FRANCISCO, CA 94158 |               |           | SVP & Chief Operating Officer |       |

## Signatures

Gil M.  
Labrucherie

07/18/2016

<sup>\*\*</sup>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) Represents restricted stock units ("RSU"), convertible on a one-for-one basis into shares of Common Stock of the Company. These RSUs, at the time of their grant on December 15, 2015, were subject to both performance-based and time-based vesting requirements. On July 14, 2016, the performance-based condition vesting was satisfied. The time-based vesting is on a quarterly pro-rata basis over a period of three (3) years from the date of grant.
- (2) These restricted stock units ("RSU") were granted on December 15, 2015 and the performance-based vesting requirement for these RSUs was satisfied on July 14, 2016 due to the successful acceptance of the Marketing Authorization Application by the European Medicines Agency for ONZEALD (NKTR-102).
- (3) These options, at the time of their grant were subject to both performance-based and time-based vesting requirements. On July 14, 2016, the performance-based condition vesting was satisfied. The time-based vesting is on a monthly pro-rata basis over a period of four years from the grant date (December 9, 2014).
- (4) These stock options were granted on December 9, 2014. The performance-based vesting requirement for these stock options was satisfied on July 14, 2016 due to the acceptance of the Marketing Authorization Application by the European Medicines

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Agency for ONZEALD (NKTR-102).

- (5) This stock option vests on a monthly pro-rata basis over a period of four years from the grant date.
- (6) These options, at the time of their grant were subject to both performance-based and time-based vesting requirements. On July 14, 2016, the performance-based condition vesting was satisfied. The time-based vesting is on a monthly pro-rata basis over a period of four years from the grant date (December 15, 2015).
- (7) These stock options were granted on December 15, 2015. The performance-based vesting requirement for these stock options was satisfied on July 14, 2016 due to the acceptance of the Marketing Authorization Application by the European Medicines Agency for ONZEALD (NKTR-102).

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.