Mast Therapeutics, Inc. Form 4

January 02, 2015

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 * Parsley Edwin L.

(Last) (First) (Middle)

12390 EL CAMINO REAL, SUITE

150

(City)

1. Title of

Security

(Instr. 3)

(Street)

(State)

(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

Filed(Month/Day/Year)

3.

SAN DIEGO, CA 92130

2. Issuer Name and Ticker or Trading Symbol

Mast Therapeutics, Inc. [MSTX]

3. Date of Earliest Transaction

(Month/Day/Year) 01/02/2015

4. If Amendment, Date Original

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Execution Date, if Code (Month/Day/Year) (Instr. 8)

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

(A)

4. Securities

Owned Following Reported Transaction(s)

Issuer

below)

Person

5. Amount of

Securities

Beneficially

Director

Applicable Line)

X_ Officer (give title

(Instr. 3 and 4) Code V Amount (D) Price

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 Conversion Security or Exercise

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

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

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

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

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Medical Officer & SVP

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

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(Instr. 3)	Price of Derivative Security	(M	Ionth/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.58	01/02/2015		A		938,300		(1)	01/02/2025	Common Stock	938,300

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Parsley Edwin L.

12390 EL CAMINO REAL, SUITE 150 Chief Medical Officer & SVP

SAN DIEGO, CA 92130

Signatures

/s/ Brandi L. Roberts, Attorney-in-Fact for Edwin L.

Parsley 01/02/2015

**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).

This option will vest and become exercisable as to 156,383 shares on October 1, 2015, which is the first anniversary of the reporting person's employment with the issuer, and the remaining shares will vest and become exercisable in 48 substantially equal monthly installments on each monthly anniversary of October 1, 2015 such that all of the shares subject to this option will have fully vested and become exercisable as of October 1, 2019, subject to the reporting person's continued service.

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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