

ChemoCentryx, Inc.
Form 4
January 20, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
KANAYA SUSAN M

(Last) (First) (Middle)

C/O CHEMOCENTRYX, INC., 850 MAUDE AVENUE

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ChemoCentryx, Inc. [CCXI]

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2016

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)
SVP, Finance, CFO and Sec.

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 | 01/15/2016 | | M | | 300 \$ 2 | D | |
| Common Stock | 01/15/2016 | | S ⁽¹⁾ | | 300 ⁽²⁾ \$ 4 | D | |
| Common Stock | 01/19/2016 | | M | | 6,134 \$ 2 | D | |
| Common Stock | 01/19/2016 | | S ⁽¹⁾ | | 6,134 ⁽²⁾ \$ 4.0472 ⁽³⁾ | D | |
| Common Stock | 01/20/2016 | | M | | 14,971 \$ 2 | D | |

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| | | | | | | | |
|-----------------|------------|------------------|----------------------|---|--------------|---|---|
| Common Stock | 01/20/2016 | S ⁽¹⁾ | 14,971 <u>(2)</u> | D | \$ 4.0973 | 0 | D |
|-----------------|------------|------------------|----------------------|---|--------------|---|---|

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (right to buy) | \$ 2 | 01/15/2016 | | M | 300 | 02/09/2006 ⁽⁵⁾ 02/09/2016 | Common Stock 300 |
| Stock Option (right to buy) | \$ 2 | 01/19/2016 | | M | 6,134 | 02/09/2006 ⁽⁵⁾ 02/09/2016 | Common Stock 6,134 |
| Stock Option (right to buy) | \$ 2 | 01/20/2016 | | M | 14,971 | 02/09/2006 ⁽⁵⁾ 02/09/2016 | Common Stock 14,971 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KANAYA SUSAN M C/O CHEMOCENTRYX, INC. 850 MAUDE AVENUE MOUNTAIN VIEW, CA 94043 | | | SVP, Finance, CFO and Sec. | |

Signatures

/s/ Susan M.
Kanaya

01/20/2016

__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) The sales reported in this Form 4 were effected pursuant to a December 2014 Rule 10b5-1 trading plan adopted by the Reporting Person.
- (2) Shares sold are associated with stock options which will expire in February 2016.

Reflects the weighted average sale price of the shares sold. The shares were sold in multiple trades at prices ranging from \$4.00 to \$4.16

- (3) per share, inclusive. The Reporting Person will provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.

Reflects the weighted average sale price of the shares sold. The shares were sold in multiple trades at prices ranging from \$4.00 to \$4.22

- (4) per share, inclusive. The Reporting Person will provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.

- (5) As of January 15, 2016 and prior to this transaction, the option fully vested.

- (6) Not applicable.

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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