

BAUPOST GROUP LLC/MA
Form 4
May 10, 2018

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 *
BAUPOST GROUP LLC/MA

2. Issuer Name and Ticker or Trading Symbol
KERYX
BIOPHARMACEUTICALS INC
[KERX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

(Last) (First) (Middle)

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

10 ST. JAMES AVENUE, SUITE 1700

05/08/2018

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

BOSTON, MA 02116

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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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 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	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. U (I
				Code V	(A) (D)	Date Exercisable	Expiration Date
Zero Coupon Convertible Senior Notes due 2020	\$ 3.74	05/08/2018		D	\$ 125,000,000	05/27/2016	10/15/2020
Zero Coupon Convertible Senior Notes due 2021	\$ 4.63	05/08/2018		A	\$ 164,746,000	05/09/2018	10/15/2021

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAUPOST GROUP LLC/MA 10 ST. JAMES AVENUE SUITE 1700 BOSTON, MA 02116	X	X		
Baupost Group GP, L.L.C. 10 ST. JAMES AVENUE SUITE 1700 BOSTON, MA 02116		X		
KLARMAN SETH A 10 ST. JAMES AVE. SUITE 1700 BOSTON, MA 02116		X		

Signatures

/s/ Seth A. Klarman
Klarman

05/10/2018

Date

**Signature of Reporting Person

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 statement on Form 4 is being jointly filed by The Baupost Group, L.L.C. ("Baupost"), Baupost Group GP, LLC ("Baupost GP") and Seth A. Klarman ("Mr. Klarman") (collectively, the "Reporting Persons"). Baupost is a registered investment adviser. The principal business of Baupost is to act as an investment adviser to various private investment limited partnerships. Baupost GP, as the manager of

- (1) Baupost, and Mr. Klarman, as the sole managing member of Baupost GP and a controlling person of Baupost, may be deemed to have beneficial ownership under Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), of the securities beneficially owned by Baupost. Securities reported on this Form 4 as being beneficially owned by Baupost were purchased on behalf of certain of such partnerships.

(Continued from footnote 1) The Reporting Persons disclaim beneficial ownership of the securities indicated except to the extent of their pecuniary interest therein, and the reporting herein of such securities shall not be construed as an admission that the Reporting Persons are

- (2) the beneficial owners thereof for purposes of Section 16 of the Exchange Act or for any other purpose. Each of the Reporting Persons may be deemed to be a director by deputization of the Issuer for purposes of Section 16(b)-3(d) of the Exchange Act because of the arrangements between Mark Enyedy and the Reporting Persons.

- (3) Represents the number of shares of common stock of the Issuer underlying the outstanding principal amount of the Zero Coupon Senior Convertible Notes due 2020.

- (4) Represents the number of shares of common stock of the Issuer underlying the outstanding principal amount of the Zero Coupon Senior Convertible Notes due 2021.

In accordance with the Notes Exchange Agreement, dated as of May 8, 2018, the Baupost Entities agreed to exchange their \$125 million

- (5) principal amount of Zero Coupon Senior Convertible Notes due 2020, plus a cash payment of \$10 million, for \$164.75 million principal amount of Zero Coupon Senior Convertible Notes due 2021.

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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