

PENHOET EDWARD
Form 4
February 15, 2012

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 *
PENHOET EDWARD

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2012

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

ONE EMBARCADERO CENTER, SUITE 3700

(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

SAN FRANCISCO, CA 94111

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/13/2012 | | C | | 114,910 | A | Ⓣ | 114,910 | I | By Alta BioPharma Partners III GmbH & Co. Beteiligungs KG ⁽²⁾ |
| Common Stock | 02/13/2012 | | C | | 1,711,012 | A | Ⓣ | 1,825,922 | I | By Alta BioPharma Partners III, L.P. ⁽²⁾ |
| Common Stock | 02/13/2012 | | C | | 42,166 | A | Ⓣ | 1,868,088 | I | By Alta Embarcadero |

BioPharma
Partners III,
LLC ⁽²⁾

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)

| 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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series B Preferred Stock | <u>(1)</u> | 02/13/2012 | | C | | 201,097 | <u>(1)</u> | <u>(3)</u> | Common Stock | 100,548 |
| Series C Preferred Stock | <u>(1)</u> | 02/13/2012 | | C | | 28,723 | <u>(1)</u> | <u>(3)</u> | Common Stock | 14,362 |
| Series B Preferred Stock | <u>(1)</u> | 02/13/2012 | | C | | 2,994,341 | <u>(1)</u> | <u>(3)</u> | Common Stock | 1,497,170 |
| Series C Preferred Stock | <u>(1)</u> | 02/13/2012 | | C | | 427,683 | <u>(1)</u> | <u>(3)</u> | Common Stock | 213,842 |
| Series B Preferred Stock | <u>(1)</u> | 02/13/2012 | | C | | 73,793 | <u>(1)</u> | <u>(3)</u> | Common Stock | 36,896 |
| | <u>(1)</u> | 02/13/2012 | | C | | 10,540 | <u>(1)</u> | <u>(3)</u> | | 5,270 |

Series C
Preferred
Stock

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PENHOET EDWARD ONE EMBARCADERO CENTER, SUITE 3700 SAN FRANCISCO, CA 94111 | X | | | |

Signatures

/s/ Edward
Penhoet

02/15/2012

__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).
- Upon the closing of the Issuer's initial public offering on February 13, 2012, each share of Series B ("Series B Shares") and Series C ("Series C Shares") Preferred Stock converted automatically into shares of the Issuer's Common Stock. The Series B Shares and Series C Shares converted at the ratio of one share of Common Stock for every two shares Preferred Stock, rounded down to the next whole number, for no additional consideration.
- (1) Shares converted at the ratio of one share of Common Stock for every two shares Preferred Stock, rounded down to the next whole number, for no additional consideration.
 - (2) Edward Penhoet is a director of Alta BioPharma Management III, LLC ("ABMIII"), the general partner of Alta BioPharma Partners III, L.P. ("ABPIII") and managing limited partner of Alta BioPharma Partners III GmbH & Co. Beteiligungs KG ("ABPIIIKG"), and a manager of Alta Embarcadero BioPharma Partners III, LLC ("AEBPIII"). Mr. Penhoet may be deemed to share voting and dispositive power with respect to all securities of the Issuer held by ABPIII, ABPIIIKG, and AEBPIII with directors of ABMIII, but disclaims beneficial ownership of such securities except to the extent of his proportionate pecuniary interest therein.
 - (3) The Issuer's Series B and Series C Preferred Stock have no expiration date.

Remarks:

See Exhibit for Power of Attorney.

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.