

Ultragenyx Pharmaceutical Inc.
 Form 4
 February 07, 2014

FORM 4

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

OMB APPROVAL

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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 *
KAKKIS EMIL D

2. Issuer Name and Ticker or Trading Symbol
 Ultragenyx Pharmaceutical Inc.
 [RARE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/05/2014

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

C/O ULTRAGENYX
 PHARMACEUTICAL INC., 60
 LEVERONI COURT
 (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

NOVATO, CA 94949
 (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 | | |
| Common Stock | 02/05/2014 | | C | V | 624,240 | A | Ⓟ 624,240 D |
| Common Stock | | | | | 2,552,241 | I | |

By Emil Kakkis and Jenny Soriano Living Trust, dated June 18, 2009

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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 Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|-----------------------|-----|--|-----------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Series A Preferred Stock | <u>(1)</u> | 02/05/2014 | | C | | 1,956,686 | | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Warrant to Purchase Series A Preferred Stock (Right to Buy) | \$ 0.959 | 02/05/2014 | | J | | 260,688 <u>(3)</u> | | 06/16/2011 | 06/30/2020 | Series A Preferred Stock |
| Warrant to Purchase Common Stock (Right to Buy) | \$ 3.01 | 02/05/2014 | | J | | 83,039 <u>(3)</u> | | 06/11/2011 | 06/30/2020 | Common Stock |
| Warrant to Purchase Series A Preferred Stock (Right to Buy) | \$ 0.959 | 02/05/2014 | | J | | 78,206 <u>(3)</u> | | 06/16/2011 | 06/14/2021 | Series A Preferred Stock |
| Warrant to Purchase Common Stock (Right to Buy) | \$ 3.01 | 02/05/2014 | | J | | 24,950 <u>(3)</u> | | 06/16/2011 | 06/14/2021 | Common Stock |

Buy)

Warrant
to
Purchase
Series A
Preferred
Stock
(Right to
Buy)

\$ 0.959 02/05/2014

J

130,344
(3)

06/16/2011 06/14/2021

Series A
Preferred
Stock

Warrant
to
Purchase
Common
Stock
(Right to
Buy)

\$ 3.01 02/05/2014

J

41,583
(3)

06/16/2011 06/14/2021

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KAKKIS EMIL D C/O ULTRAGENYX PHARMACEUTICAL INC. 60 LEVERONI COURT NOVATO, CA 94949 | X | X | President & CEO | |

Signatures

By: /s/ Ryan Murr by power of attorney for Emil D. Kakkis, M.D.,
Ph.D.

02/06/2014

**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 Series A Convertible Preferred Stock converted into the Issuer's common stock on a 1 for 3.1345 basis, such that every 3.1345 shares of Series A Convertible Preferred Stock converted into one share of common stock, and had no expiration date.

(2) Reflects a 1-for-3.1345 reverse stock split which became effective on January 17, 2014.

(3) Immediately prior to the closing of the Issuer's initial public offering, this warrant to purchase shares of Series A Preferred Stock automatically converted on a 1-for-3.1345 basis into a warrant to purchase shares of Common Stock. Disposition of Warrant to Purchase Series A Preferred Stock and acquisition of Warrant to Purchase Common Stock listed solely for the purpose of reporting such conversion of the shares underlying the security.

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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