KERYX BIOPHARMACEUTICALS INC

Form 4

December 29, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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obligations

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may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BENTSUR RON** Issuer Symbol **KERYX** (Check all applicable) **BIOPHARMACEUTICALS INC** [KERX] _X__ Director 10% Owner X_ Officer (give title Other (specify (Last) (First) (Middle) 3. Date of Earliest Transaction below) (Month/Day/Year) Chief Executive Officer C/O KERYX 12/23/2014 BIOPHARMACEUTICALS, INC., 750 LEXINGTON AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

NEW YORK, NY 10022

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

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	Securit	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities oner Dispose (Instr. 3, 4) Amount	d of (È))	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)
Common Stock	12/23/2014		S	104,489	D	\$ 13.98 (1)	1,151,488 (2)	D	
Common Stock	12/24/2014		S	83,000	D	\$ 13.98 (1)	1,068,488 (2)	D	
Common Stock	12/26/2014		S	63,500	D	\$ 13.98 (1)	1,004,988 (2)	D	

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Common Stock S 87,988 D 13.98 917,000 (2) D

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

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SEC 1474

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BENTSUR RON C/O KERYX BIOPHARMACEUTICALS, INC. 750 LEXINGTON AVENUE NEW YORK, NY 10022

X Chief Executive Officer

Signatures

/s/ Ron Bentsur 12/29/2014

**Signature of 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) Sales of a total of 338,977 shares of common stock were made between December 23, 2014 and December 29, 2014, at an average sale price of \$13.98 per share, in order to satisfy Mr. Bentsur's income tax withholding obligation upon the vesting of 766,666 shares of restricted stock on December 22, 2014, pursuant to the terms of his employment agreement and the achievement of a corporate milestone. Mr. Bentsur had no discretion with respect to such sales, which were transacted automatically in accordance with the Issuer's corporate

Reporting Owners 2

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policies regarding the vesting of restricted stock.

(2) Includes 39,775 shares of restricted stock.

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