

Schall Thomas J.  
Form 4  
May 23, 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 \*  
Schall Thomas J.

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)  
C/O CHEMOCENTRYX, INC., 850 MAUDE AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
05/21/2018

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

(Street)  
MOUNTAIN VIEW, CA 94043

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

(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                    | 05/21/2018                           |  | M                              |   | 33,938  | A  | \$ 6  |
| Common Stock                    | 05/21/2018                           |  | S <sup>(1)</sup>               |   | 16,140 <sup>(2)</sup>   | D  | \$ 13.004 <sup>(3)</sup>                              |
| Common Stock                    | 05/21/2018                           |  | S <sup>(1)</sup>               |   | 17,798 <sup>(2)</sup>   | D  | \$ 12.1439 <sup>(4)</sup>                             |
| Common Stock                    | 05/22/2018                           |  | M                              |   | 30,932  | A  | \$ 6  |
| Common Stock                    | 05/22/2018                           |  | S <sup>(1)</sup>               |   | 30,932 <sup>(2)</sup>   | D  | \$ 13.0011  |

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(5)

|              |            |  |      |        |   |            |           |   |
|--------------|------------|--|------|--------|---|------------|-----------|---|
| Common Stock | 05/23/2018 |  | M    | 27,928 | A | \$ 6       | 2,212,922 | D |
| Common Stock | 05/23/2018 |  | S(1) | 27,928 | D | \$ 13.0082 | 2,184,994 | D |

(6)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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)                | \$ 6   | 05/21/2018                           |  | M                              | 16,140  | 07/29/2009 <sup>(7)</sup> 07/29/2019                     | Common Stock 16,140   |
| Stock Option (Right to buy)                | \$ 6   | 05/21/2018                           |  | M                              | 17,798  | 09/10/2009 <sup>(7)</sup> 09/10/2019                     | Common Stock 17,798   |
| Stock Option (Right to buy)                | \$ 6   | 05/22/2018                           |  | M                              | 30,932  | 07/29/2009 <sup>(9)</sup> 07/29/2019                     | Common Stock 30,932   |
| Stock Option (Right to Buy)                | \$ 6   | 05/23/2018                           |  | M                              | 27,928  | 07/29/2009 <sup>(10)</sup> 07/29/2019                    | Common Stock 27,928   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

Schall Thomas J.  
C/O CHEMOCENTRYX, INC.  
850 MAUDE AVENUE  
MOUNTAIN VIEW, CA 94043

X

President and CEO

## Signatures

/s/ Susan M. Kanaya, as  
Attorney-in-fact

05/23/2018

\_\_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) Shares sold are associated with stock options that will expire in 2019.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.  
Reflects the weighted average sale price of the shares sold. The shares were sold in multiple trades at prices ranging from \$13.01 to \$13.02 per share. 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.
- (3) Reflects the weighted average sale price of the shares sold. The shares were sold in multiple trades at prices ranging from \$12.00 to \$12.65 per share. 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.
- (4) Reflects the weighted average sale price of the shares sold. The shares were sold in multiple trades at prices ranging from \$13.00 to \$13.01 per share. 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) Reflects the weighted average sale price of the shares sold. The shares were sold in multiple trades at prices ranging from \$13.00 to \$13.09 per share. 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.
- (6) As of May 21, 2018, and prior to this transaction, the exercised options were fully vested.
- (7) Not applicable.
- (8) As of May 22, 2018, and prior to this transaction, the exercised options were fully vested.
- (9) As of May 23, 2018, and prior to this transaction, the exercised options were fully vested.
- (10) As of May 23, 2018, and prior to this transaction, the exercised options were fully vested.

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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