

Neff Thomas B  
Form 4  
August 22, 2018

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Neff Thomas B

(Last) (First) (Middle)

C/O FIBROGEN, INC., 409  
ILLINOIS ST.

(Street)

SAN FRANCISCO, CA 94158

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
FIBROGEN INC [FGEN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/20/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 08/20/2018                              |                                                             | M                                    | 10,320 A                                                                | \$ 3.6 2,787,713                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       | 08/20/2018                              |                                                             | S                                    | 14,897 <sup>(1)</sup> D                                                 | \$ 59.83 <sup>(2)</sup> 2,772,816                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock                       | 08/20/2018                              |                                                             | S                                    | 4,003 <sup>(1)</sup> D                                                  | \$ 60.36 <sup>(3)</sup> 2,768,813                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock                       | 08/20/2018                              |                                                             | S                                    | 918 <sup>(1)</sup> D                                                    | \$ 59.82 <sup>(4)</sup> 101,220                                                                                    | I                                                                       | By Family<br>Partnership                                          |

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|              |            |   |                      |   |                        |           |   |                         |
|--------------|------------|---|----------------------|---|------------------------|-----------|---|-------------------------|
| Common Stock | 08/21/2018 | M | 10,320               | A | \$ 3.6                 | 2,779,133 | D |                         |
| Common Stock | 08/21/2018 | S | <u>4,365</u><br>(1)  | D | <u>\$ 60</u><br>(5)    | 2,774,768 | D |                         |
| Common Stock | 08/21/2018 | S | <u>14,535</u><br>(1) | D | <u>\$ 60.71</u><br>(6) | 2,760,233 | D |                         |
| Common Stock | 08/21/2018 | S | 918 <u>(1)</u>       | D | <u>\$ 60.59</u><br>(7) | 100,302   | I | By Family Partnership   |
| Common Stock |            |   |                      |   |                        | 19,500    | I | By Spouse               |
| Common Stock |            |   |                      |   |                        | 60,946    | I | See footnote <u>(8)</u> |

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 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) |  | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|--|-------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date | Title                                                         |  | Amount or Number of Shares    |
| Stock Option (Right to Buy)                | \$ 3.6                                                 | 08/20/2018                           |                                                    | M                              | 10,320                                                                                  | <u>(9)</u>                                               | 03/11/2019      | Common Stock                                                  |  | 10,320                        |
| Stock Option (Right to Buy)                | \$ 3.6                                                 | 08/20/2018                           |                                                    | M                              | 10,320                                                                                  | <u>(9)</u>                                               | 03/11/2019      | Common Stock                                                  |  | 10,320                        |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |                         |       |
|------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                    | Director      | 10% Owner | Officer                 | Other |
| Neff Thomas B<br>C/O FIBROGEN, INC.<br>409 ILLINOIS ST.<br>SAN FRANCISCO, CA 94158 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Michael Lowenstein,  
Attorney-in-fact

08/22/2018

\_\_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 pursuant to a 10b5-1 plan.

(2) The shares were sold at prices ranging from \$59.25 to \$60.225. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) The shares were sold at prices ranging from \$60.25 to \$60.65. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) The shares were sold at prices ranging from \$59.25 to \$60.15. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

(5) The shares were sold at prices ranging from \$59.25 to \$60.20. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

(6) The shares were sold at prices ranging from \$60.225 to \$61.10. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

(7) The shares were sold at prices ranging from \$60.15 to \$61.10. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

(8) The shares are held by BioGrowth Partners, LP. The reporting person is the sole general partner of BioGrowth Partners, LP and has sole voting and dispositive power over the shares held by BioGrowth Partners, LP.

(9) 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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