

Kindred Biosciences, Inc.
Form 4
December 13, 2013

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 *
NOELMAN OLEG

2. Issuer Name and Ticker or Trading Symbol
Kindred Biosciences, Inc. [KIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O KINDRED BIOSCIENCES, INC., 1499 BAYSHORE HIGHWAY, SUITE 226

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2013

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

BURLINGAME, CA 94010

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 Ownership (Instr. 4)			
				Code	V	Amount	(A) or (D)	Price		
Common Stock	12/12/2013		P		400,000 ⁽¹⁾	A	\$ 7	873,187	I	By EcoR1 Capital Fund, L.P. ⁽²⁾
Common Stock								50,000	D	

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

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SEC 1474 (9-02)

number.

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
Stock Option (right to buy) ⁽³⁾	\$ 7	12/11/2013		A	20,000	⁽⁴⁾ 12/11/2023	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NODELMAN OLEG C/O KINDRED BIOSCIENCES, INC. 1499 BAYSHORE HIGHWAY, SUITE 226 BURLINGAME, CA 94010	X			

Signatures

/s/ Oleg Nodelman
12/13/2013
**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) These shares were purchased in connection with the Issuer's initial public offering.
Held by EcoR1 Capital Fund, L.P. The sole general partner of EcoR1 Capital Fund, L.P. is EcoR1 Capital, LLC, of which the Reporting Person is the sole managing member. As such, the Reporting Person is deemed to be the beneficial owner of the securities held by EcoR1 Capital Fund, L.P.
- (3) Granted pursuant to the Issuer's 2012 Equity Incentive Plan.
- (4) 5,000 of the shares subject to the option will vest on December 11, 2014, with the remaining shares vesting in equal monthly installments over the ensuing 36 months, subject to the Reporting Person's continuous service as a director.

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.