

NEKTAR THERAPEUTICS

Form 4

July 18, 2016

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Thomsen Jillian B.

(Last) (First) (Middle)

C/O NEKTAR  
THERAPEUTICS, 455 MISSION  
BAY BOULEVARD SOUTH

(Street)

SAN FRANCISCO, CA 94158

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
NEKTAR THERAPEUTICS  
[NKTR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/14/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP & Chief Accounting Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 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 <sup>(1)</sup>	07/14/2016 <sup>(2)</sup>		A		22,500	A	\$ 0
					29,309		
						D	

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  
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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)**

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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 (3)	\$ 16.31	07/14/2016(4)		A		50,000		(5)	12/08/2022	Common Stock	50,000
Stock Option (6)	\$ 15.55	07/14/2016(7)		A		18,750		(5)	12/14/2023	Common Stock	18,750

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomsen Jillian B. C/O NEKTAR THERAPEUTICS 455 MISSION BAY BOULEVARD SOUTH SAN FRANCISCO, CA 94158			SVP & Chief Accounting Officer	

## Signatures

Gil M.  
Labrucherie

07/18/2016

<sup>\*\*</sup>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) Represents restricted stock units ("RSU"), convertible on a one-for-one basis into shares of Common Stock of the Company. These RSUs, at the time of their grant on December 15, 2015, were subject to both performance-based and time-based vesting requirements. On July 14, 2016, the performance-based condition vesting was satisfied. The time-based vesting is on a quarterly pro-rata basis over a period of three (3) years from the date of grant.
- (2) These restricted stock units ("RSU") were granted on December 15, 2015 and the performance-based vesting requirement for these RSUs was satisfied on July 14, 2016 due to the successful acceptance of the Marketing Authorization Application by the European Medicines Agency for ONZEALD (NKTR-102).
- (3) These options, at the time of their grant were subject to both performance-based and time-based vesting requirements. On July 14, 2016, the performance-based condition vesting was satisfied. The time-based vesting is on a monthly pro-rata basis over a period of four years from the grant date (December 9, 2014).
- (4) These stock options were granted on December 9, 2014. The performance-based vesting requirement for these stock options was satisfied on July 14, 2016 due to the successful acceptance of the Marketing Authorization Application by the European

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Medicines Agency for ONZEALD (NKTR-102).

- (5) This stock option vests on a monthly pro-rata basis over a period of four years from the grant date.
- (6) These options, at the time of their grant were subject to both performance-based and time-based vesting requirements. On July 14, 2016, the performance-based condition vesting was satisfied. The time-based vesting is on a monthly pro-rata basis over a period of four years from the grant date (December 15, 2015).
- (7) These stock options were granted on December 15, 2015. The performance-based vesting requirement for these stock options was satisfied on July 14, 2016 due to the acceptance of the Marketing Authorization Application by the European Medicines Agency for ONZEALD (NKTR-102).

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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