SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Huang Dennis Karl	Ultragenyx Pharmaceutical Inc. [RARE]	

1. Name and Address of Reporting Person*

Huang Dennis Karl

(Last)	(First)	(Middle)

C/O ULTRAGENYX PHARMACEUTICAL INC.

60 LEVERONI COURT

(Street)

NOVATO	CA	94949

(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol
Ultragenyx Pharmaceutical Inc. [RARE]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2018

4. If Amendment, Date of 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)

EVP & Chief Tech Ops 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	03/01/2018		A		4,500[1]	A	$0.00	15,624[2][3]	D	
Common Stock	03/01/2018		F		205[4]	D	$48.43	15,419	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	$48.43	03/01/2018		A		25,000		[5]	03/01/2028	Common Stock	25,000	$0.00	25,000	D	

Explanation of Responses:

1. Award of Restricted Stock Units ("RSUs") under the Company's 2014 Incentive Plan. The RSUs shall vest with respect to 1/4th of the underlying shares on each anniversary of the grant date, such that the RSUs are fully vested on the fourth anniversary of the grant date.

2. Includes previously reported shares of common stock underlying RSUs granted to the Reporting Person, which are subject to certain vesting conditions.

3. Includes 185 shares acquired under the Company's 2014 Employee Stock Purchase Plan on October 31, 2017.

4. Represents shares surrendered to the Issuer by the Reporting Person to pay required tax withholdings due to the vesting of RSUs.

5. On the first anniversary of the grant date of the option (the "Option Anniversary Date"), 1/4th of the shares initially subject to the option shall vest; thereafter, 1/48th of the shares initially subject to the option shall vest on each month as measured from the Option Anniversary Date.

Remarks:

/s/ Ruben A. Garcia, attorney-in-fact   03/05/2018

** Signature of Reporting Person   Date