

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Huizenga Theodore Alan</u>  (Last) (First) (Middle) <u>C/O ULTRAGENYX PHARMACEUTICAL INC.</u> <u>60 LEVERONI COURT</u>  (Street) <u>NOVATO CA 94949</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ultragenyx Pharmaceutical Inc. [ RARE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Controller and PAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/16/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	11/16/2016		M		2,000	A	\$21	13,134 <sup>(1)(2)</sup>	D	
Common Stock	11/16/2016		S		2,000	D	\$79.73 <sup>(3)</sup>	11,134 <sup>(1)(2)</sup>	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
Stock Options (Right to buy)	\$21	11/16/2016		M			2,000	(4)	01/29/2024	Common Stock	2,000	\$0.00	22,403	D	

**Explanation of Responses:**

- Includes previously reported shares of common stock underlying Restricted Stock Units granted to the Reporting Person, which are subject to certain vesting conditions.
- Due to a clerical error, the Forms 4 filed by the Reporting Person on each of June 19, 2015, December 18, 2015, January 19, 2016, February 17, 2016, May 24, 2016, and May 27, 2016 listed incorrect amounts in Column 5. The Form 4 filed on June 19, 2015 has been amended to reflect the correct share ownership following the reported transaction of 4,300 shares rather than 2,500 shares. The Form 4 filed on December 18, 2015 should have reflected 4,300 shares rather than 2,500 shares; the Form 4 filed on January 19, 2016 should have reflected 5,300 shares rather than 3,500 shares; the Form 4 filed on February 17, 2016 should have reflected 6,300 shares rather than 4,500 shares; the Form 4 filed May 24, 2016 should have reflected 6,134 shares rather than 4,334 shares; and the Form 4 filed on May 27, 2016 should have reflected 11,134 shares rather than 9,334 shares.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$79.70 to \$79.82 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- 1/4 of the shares underlying the option vested on January 27, 2015, with 1/48th of the underlying shares vesting monthly thereafter, provided the Reporting Person has not terminated services with the Issuer.

**Remarks:**

/s/ Theodore A. Huizenga      11/18/2016  
 \*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.