

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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* <u>TPG Group Holdings (SBS) Advisors, Inc.</u> (Last) (First) (Middle) <u>C/O TPG GLOBAL, LLC</u> <u>301 COMMERCE STREET, SUITE 3300</u> (Street) <u>FORT WORTH, TX 76102</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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	02/05/2014		C		3,085,240	A	(2)	3,085,240	I	See Explanation of Responses ⁽¹⁾ (3)(4)

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
Series A Preferred Stock	(2)	02/05/2014		C		9,129,063		(2)	(2)	Common Stock	2,912,443	(2)	0	I	See Explanation of Responses ⁽¹⁾ (3)(4)
Series B Preferred Stock	(2)	02/05/2014		C		541,634		(2)	(2)	Common Stock	172,797	(2)	0	I	See Explanation of Responses ⁽¹⁾ (3)(4)

1. Name and Address of Reporting Person*
TPG Group Holdings (SBS) Advisors, Inc.
 (Last) (First) (Middle)
C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300
 (Street)
FORT WORTH, TX 76102
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BONDERMAN DAVID
 (Last) (First) (Middle)
C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300
 (Street)
FORT WORTH, TX 76102
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
COULTER JAMES G
 (Last) (First) (Middle)
C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300

(Street)		
FORT WORTH,	TX	76102
(City)	(State)	(Zip)

Explanation of Responses:

- David Bonderman and James G. Coulter are officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of TPG Biotechnology GenPar III Advisors, LLC, which is the general partner of TPG Biotechnology GenPar III, L.P., which is the general partner of TPG Biotechnology Partners III, L.P. ("TPG Biotech III"), which directly holds 3,085,240 shares of Common Stock ("Common Stock") of Ultragenyx Pharmaceutical Inc. (the "Issuer").
- On February 5, 2014, the (a) shares of Series A Preferred Stock of the Issuer (the "Series A Preferred") held by TPG Biotech III automatically converted into 2,912,443 shares of Common Stock and (b) shares of Series B Preferred Stock of the Issuer (the "Series B Preferred") held by TPG Biotech III automatically converted into 172,797 shares of Common Stock. Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, as amended, the shares of Series A Preferred and Series B Preferred had been convertible, at the option of the holder, at any time into shares of Common Stock of the Issuer, at initial conversion rates in each case equal to one share of Common Stock per share of Preferred Stock. The initial conversion rates were adjusted as a result of a 1-for-3.1345 reverse stock split of the Issuer's Common Stock.
- Because of the relationship between the Reporting Persons and TPG Biotech III, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of TPG Biotech III. Each of TPG Biotech III and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of TPG Biotech III's or such Reporting Person's pecuniary interest therein, if any.
- Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

(5) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (6) Ronald Cami is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letters dated July 1, 2013, which were previously filed with the Securities and Exchange Commission.

<u>/s/ Ronald Cami, Vice President,</u> <u>TPG Group Holdings (SBS)</u> <u>Advisors, Inc. (5)</u>	<u>02/07/2014</u>
<u>/s/ Ronald Cami, on behalf of</u> <u>David Bonderman (5).(6)</u>	<u>02/07/2014</u>
<u>/s/ Ronald Cami, on behalf of</u> <u>James G. Coulter (5).(6)</u>	<u>02/07/2014</u>
** 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.