

ROBIN HOWARD W

Form 4

February 21, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBIN HOWARD W

(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)
02/19/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock ⁽¹⁾	02/19/2019		M	33,333	A \$ 7.21	350,924	D
Common Stock ⁽¹⁾	02/19/2019		S	33,333	D \$ ⁽²⁾ 42.32	317,591	D
Common Stock	02/19/2019		S	8,882 ⁽³⁾	D \$ ⁽⁴⁾ 42.39	308,709	D
Common	02/20/2019		M	33,334	A \$ 7.21	342,043	D

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Stock ⁽¹⁾

Common Stock ⁽¹⁾	02/20/2019	S	33,334	D	\$ 43.2 ⁽⁵⁾	308,709	D
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Common Stock ⁽¹⁾	02/21/2019	M	33,333	A	\$ 7.21	342,042	D
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Common Stock ⁽¹⁾	02/21/2019	S	33,333	D	\$ 41.01 ⁽⁶⁾	308,709	D
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Common Stock						410	I	by spouse
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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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock ⁽¹⁾	\$ 7.21	02/19/2019		M		33,333		02/08/2016	02/07/2020	Common Stock	33,333
Common Stock ⁽¹⁾	\$ 7.21	02/20/2019		M		33,334		02/08/2016	02/07/2020	Common Stock	33,334
Common Stock ⁽¹⁾	\$ 7.21	02/21/2019		M		33,333		02/08/2016	02/07/2020	Common Stock	33,333

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROBIN HOWARD W C/O NEKTAR THERAPEUTICS 455 MISSION BAY BOULEVARD SOUTH	X President & CEO

SAN FRANCISCO, CA 94158

Signatures

Mark A. Wilson,
Attorney-in-Fact

02/21/2019

 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) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by Mr. Robin for certain options expiring on February 7, 2020.
- This transaction was executed in multiple trades at prices ranging from \$41.87 to \$42.91. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and the prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- (2) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs held by the reporting person. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- (3) This transaction was executed in multiple trades at prices ranging from \$41.90 to \$42.96. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and the prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- (4) This transaction was executed in multiple trades at prices ranging from \$42.82 to \$44.04. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and the prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- (5) This transaction was executed in multiple trades at prices ranging from \$40.24 to \$42.77. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and the prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- (6)

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.