

Zosano Pharma Corp  
 Form 4  
 December 16, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Alataris Konstantinos

(Last) (First) (Middle)

C/O ZOSANO PHARMA CORPORATION, 34970 ARDENTECH COURT

(Street)

FREMONT, CA 94555

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Zosano Pharma Corp [ZSAN]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/15/2015

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

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Am Underlying Sec
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S	
Employee Stock Option (right to buy)	\$ 9.29	12/15/2015	D			48,896	<u>(1)</u>	09/21/2025	Common Stock	4
Employee Stock Option (right to buy)	\$ 9.29	12/15/2015	D			160,498	<u>(1)</u>	09/21/2015	Common Stock	1
Employee Stock Option (right to buy)	\$ 2.26	12/15/2015	A			209,394	<u>(3)</u>	12/15/2025	Common Stock	2

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Alataris Konstantinos  
 C/O ZOSANO PHARMA CORPORATION  
 34970 ARDENTECH COURT  
 FREMONT, CA 94555

President

## Signatures

/s/ Jeffrey L. Quillen,  
 attorney-in-fact

12/16/2015

\_\_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) The option provided for 25% of the total number of shares underlying the stock option to vest on September 21, 2016, and the remaining underlying shares to vest in equal monthly installments over the following three-year period.

(2) On December 15, 2015, the issuer canceled, pursuant to the issuer's option exchange program, two options, one for 48,896 shares of ZSAN common stock and the other for 160,498 shares of ZSAN common stock, both of which were granted to the reporting person on September 21, 2015. In exchange, the reporting person received a replacement option, for 209,394 shares, having an exercise price of \$2.26 per share.

(3) 25% of the total number of shares underlying the stock option vest on December 15, 2016, and the remaining underlying shares vest in equal monthly installments over the following three-year period.

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