

FIBROGEN INC  
Form 424B5  
April 06, 2017  
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**Filed pursuant to Rule 424(b)(5)**

**Registration Statement No. 333-216368**

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed	Proposed	Amount of Registration Fee(1)
		Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	
Common Stock, \$0.01 par value per share	5,228,750 (2)	\$22.95	\$119,999,812.50	\$13,907.98

- 1) Calculated pursuant to Rule 457(r) under the Securities Act of 1933, as amended (the "Securities Act"). The fee payable in connection with the offering of Common Stock pursuant to this prospectus supplement has been paid in accordance with Rule 456(b) under the Securities Act.
- 2) Equals the aggregate number of shares of Common Stock to be registered hereunder.

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**Prospectus Supplement to Prospectus Dated March 1, 2017.**

**5,228,750 Shares**

**Common Stock**

We are offering 5,228,750 shares of our common stock to be sold in this offering.

Our common stock is quoted on the NASDAQ Global Select Market under the symbol FGEN. On April 5, 2017, the reported last sale price of our common stock on the NASDAQ Global Select Market was \$22.95 per share.

*See Risk Factors on page S-6 of this prospectus supplement and the documents incorporated by reference into this prospectus supplement to read about factors you should consider before buying shares of the common stock.*

**Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

	<b>Per Share</b>	<b>Total</b>
Public offering price	\$ 22.9500	\$ 119,999,812.50
Underwriting discount (1)	\$ 0.9466	\$ 4,949,534.75
Proceeds, before expenses, to us	\$ 22.0034	\$ 115,050,277.75

- 1) We refer you to Underwriting beginning on page S-15 of this prospectus supplement for additional information regarding total underwriting compensation.

Delivery of the shares of common stock is expected to be made on or about April 11, 2017.

***Joint Bookrunning Managers***

**Leerink Partners**

**Stifel**

**Prospectus Supplement dated April 5, 2017.**

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No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus supplement or the accompanying prospectus. You must not rely on any unauthorized information or representations. This prospectus supplement and the accompanying prospectus is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus supplement and the accompanying prospectus is current only as of their respective dates.



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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates the information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering. If there is a difference between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or any document incorporated by reference, on the other hand, you should rely on the information in this prospectus supplement; provided that if any statement in one of these documents is inconsistent with a statement in another document having a later date for example, a document incorporated by reference in the accompanying prospectus the statement in the document having the later date modifies or supersedes the earlier statement. Generally, when we refer to the prospectus, we are referring to this prospectus supplement and the accompanying prospectus combined.

We further note that the representations, warranties and covenants made by us in any agreement that is filed as an exhibit to any document that is incorporated by reference herein were made solely for the benefit of the parties to such agreement, including, in some cases, for the purpose of allocating risk among the parties to such agreements, and should not be deemed to be a representation, warranty or covenant to you. Moreover, such representations, warranties or covenants were accurate only as of the date when made. Accordingly, such representations, warranties and covenants should not be relied on as accurately representing the current state of our affairs.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus. We have not, and the underwriters have not, authorized anyone else to provide you with information that is in addition to or different from that contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell, or a solicitation of an offer to purchase, the securities offered by this prospectus supplement and the accompanying prospectus in any jurisdiction to or from any person to whom or from whom it is unlawful to make such offer or solicitation of an offer in such jurisdiction. The information contained in this prospectus supplement, and the information in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus is accurate only as of the date of those respective documents, regardless of the time of delivery of this prospectus supplement and the accompanying prospectus or of any sale of shares of our common stock. Our business, financial condition, results of operations and prospects may have changed since those dates. It is important for you to read and consider all information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus in making your investment decision. You should read both this prospectus supplement and the accompanying prospectus, as well as the documents incorporated by reference into this prospectus supplement and the accompanying prospectus, and the additional information described in the sections entitled **Where You Can Find More Information** and **Incorporation of Certain Information by Reference** in this prospectus supplement and in the accompanying prospectus, before investing in our common stock.

We and the underwriters are offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where offers and sales are permitted. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the common stock in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus supplement and the accompanying prospectus must inform themselves about, and observe any restrictions relating to, the offering of the common stock and the distribution of this prospectus supplement and the accompanying prospectus outside the United States. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with,

an offer to sell, or a solicitation of an offer to buy, any securities offered by this prospectus

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supplement and the accompanying prospectus by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

Unless stated otherwise, references in this prospectus supplement and the accompanying prospectus to FibroGen, we, us, our or the company refer to FibroGen, Inc., a Delaware corporation, and its subsidiaries.

This prospectus supplement and the accompanying prospectus, including the information incorporated by reference into this prospectus supplement and the accompanying prospectus, include our trademarks, service marks and trade names are owned by FibroGen. All trademarks, service marks and trade names included or incorporated by reference into this prospectus supplement are the property of their respective owners.

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**FORWARD-LOOKING STATEMENTS**

This prospectus supplement, the accompanying prospectus and the documents that we have filed with the Securities and Exchange Commission, or the SEC, that are incorporated by reference in this accompanying prospectus contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, that are subject to the “safe harbor” created by those sections. These forward-looking statements can generally be identified as such because the context of the statement will include words such as “may,” “will,” “expect,” “anticipate,” “intend,” “believe,” “hope,” “assume,” “estimate,” “plan,” “future,” “potential,” “likely,” “unlikely,” “opportunity,” “continue,” “should,” or the negative of these terms and similar expressions intended to identify forward-looking statements. Discussions containing these forward-looking statements may be found, among other places, in “Business” and in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” incorporated by reference from our most recent Annual Report on Form 10-K and from our Quarterly Reports on Form 10-Q for the quarterly periods ended subsequent to our filing of such Annual Report on Form 10-K, as well as any amendments thereto reflected in subsequent filings with the SEC. These forward-looking statements include but are not limited to statements about:

our ongoing and planned preclinical development and clinical trials;

the timing of and our ability to make regulatory filings and obtain and maintain regulatory approvals for roxadustat, pamrevlumab and our other product candidates;

our intellectual property position;

the potential safety, efficacy, reimbursement, convenience clinical and pharmaco-economic benefits of our product candidates, including in China;

the potential markets for any of our product candidates;

our ability to develop commercial functions;

our ability to operate in China;

expectations regarding clinical trial data;

our results of operations, cash needs, spending of the proceeds from our initial public offering, financial condition, liquidity, prospects, growth and strategies; and

the industry in which we operate and the trends that may affect the industry or us.

These forward-looking statements are based largely on our expectations and projections about future events and future trends affecting our business, and are subject to risks and uncertainties that could cause actual results to differ materially from those anticipated in the forward-looking statements. Before deciding to purchase our common stock, you should carefully consider the risk factors described in the **Risk Factors** section of this prospectus supplement, in addition to the other information set forth in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein.

In addition, past financial and/or operating performance is not necessarily a reliable indicator of future performance and you should not use our historical performance to anticipate results or future period trends. We can give no assurances that any of the events anticipated by the forward-looking statements will occur or, if any of them do, what impact they will have on our results of operations and financial condition.

Except as required by law, we undertake no obligation to publicly revise our forward-looking statements to reflect events or circumstances that arise after the filing of this prospectus supplement or documents incorporated by reference herein and therein, that include forward-looking statements.

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**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary highlights certain information about us, this offering and selected information contained elsewhere in or incorporated by reference into this prospectus supplement. This summary is not complete and does not contain all of the information that you should consider before deciding whether to invest in our common stock. For a more complete understanding of our company and this offering, you should read and consider carefully the more detailed information included or incorporated by reference in this prospectus supplement, the accompanying prospectus, including the factors described under the heading *Risk Factors* beginning on page S-6 of this prospectus supplement.*

**FibroGen, Inc.**

**Company Overview**

We are a science-based biopharmaceutical company discovering and developing first-in-class therapeutics. Roxadustat (FG-4592), our most advanced product candidate, is an oral small molecule inhibitor of HIF prolyl hydroxylase ( HIF-PH ) activity in Phase 3 clinical development for the treatment of anemia in chronic kidney disease ( CKD ). Pamrevlumab (FG-3019), a fully-human monoclonal antibody that inhibits the activity of connective tissue growth factor ( CTGF ) is in Phase 2 clinical development for the treatment of idiopathic pulmonary fibrosis ( IPF ), pancreatic cancer, and Duchenne muscular dystrophy ( DMD ). We have taken a global approach to the development and future commercialization of our product candidates, and this includes development and commercialization in the People's Republic of China ( China ). We are capitalizing on our extensive experience in fibrosis and hypoxia inducible factor ( HIF ) biology and clinical development to advance a pipeline of innovative medicines for the treatment of anemia, fibrotic disease, cancer, corneal blindness and other serious unmet medical needs.

***Overview of Roxadustat***

Roxadustat is an internally discovered HIF-PH inhibitor that acts by stimulating the body's natural pathway of erythropoiesis, or red blood cell production. Roxadustat, the first HIF-PH inhibitor to enter Phase 3 clinical development, represents a new paradigm for the treatment of anemia in CKD patients, with the potential to offer a safer, more effective, more convenient and more accessible therapy than the current therapies available for anemia in CKD, such as injectable erythropoiesis stimulating agents ( ESAs ). Roxadustat is currently in Phase 3 global development for the treatment of anemia in patients with CKD. Over 1,400 subjects participated in 26 completed Phase 1 and 2 clinical studies for roxadustat in North America, Europe and Asia. These studies have demonstrated roxadustat's potential for a favorable safety and efficacy profile in anemic CKD patients, both those who are dialysis-dependent ( DD-CKD ), including hyporesponsive patients, and those who are not dialysis-dependent ( NDD-CKD ). According to IMS Health, 2013 global ESA sales in all anemia indications totaled \$8.6 billion. While the use of ESAs to treat anemia in CKD has largely been limited to use in DD-CKD patients, we and our partners believe that, as an oral agent with a potentially more favorable safety profile, roxadustat could increase accessibility and expand the market for anemia treatment by penetrating the NDD-CKD market. In the longer term, we believe roxadustat has the potential to address non-CKD anemia markets, including chemotherapy-induced anemia, anemia related to inflammation (such as inflammatory bowel disease, lupus and rheumatoid arthritis, myelodysplastic syndrome ( MDS ), and surgical procedures requiring transfusions).

We, along with our collaboration partners Astellas Pharma Inc. and AstraZeneca AB, have designed a global Phase 3 program to support regulatory approval of roxadustat in both NDD-CKD and DD-CKD patients in the United States ( U.S. ), the European Union ( EU ), Japan and China. Our U.S. and EU Phase 3 program has an aggregate target enrollment of approximately 10,000 patients worldwide and is the largest Phase 3 clinical

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program ever conducted for an anemia product candidate. In addition, our Phase 3 program in China has approximately 450 patients participating and our partner's Phase 3 program in Japan will study approximately 1,000 additional patients. Our U.S. Phase 3 program is designed for and is incorporating major adverse cardiac event composite safety endpoints that we believe will be required for approval in the U.S. for all new anemia therapies. These Phase 3 programs are studying multiple patient populations, including patients within the first four months of initiating dialysis, or incident dialysis, and non-incident, or stable, dialysis patients and include multiple NDD-CKD studies comparing roxadustat against placebo control. We currently anticipate filing the New Drug Application ( NDA ) for roxadustat for the treatment of anemia associated with CKD in the U.S. in 2018.

In January 2017, we reported topline results from our China Phase 3 studies of roxadustat in CKD anemia. We currently expect to complete the 52-week safety exposure portion of these studies in the second quarter and complete a NDA submission for roxadustat in China in the third quarter of 2017.

We received approval, in March 2017 from the China Food and Drug Administration, of our clinical trial application for a Phase 2/3 pivotal trial of roxadustat in anemia associated with lower risk MDS. We plan to initiate this Phase 2/3 trial in the second half of 2017. In the U.S., the U.S. Food and Drug Administration accepted our Initial Drug Application for a Phase 3 clinical trial to evaluate the safety and efficacy of roxadustat in anemia associated with MDS and we plan on initiating this study in the third quarter of 2017. We believe that roxadustat could potentially address the significant unmet need in these anemia markets.

## ***Overview of Pamrevlumab***

We began as a research-based company with the goal of discovering and developing therapeutics for fibrosis and began studying CTGF shortly after its discovery. Our ongoing internal research, efforts, with collaboration partners, including clinical and pre-clinical results, and the work of other investigators have consistently demonstrated elevated CTGF levels in pathologic fibrotic conditions characterized by sustained production of extracellular matrix ( ECM ), elements that are key molecular components of fibrosis. These efforts indicate that CTGF is a critical common element in the progression of serious diseases associated with fibrosis.

From our library of fully-human monoclonal antibodies that bind to different parts of the CTGF protein and block various aspects of CTGF biological activity, we selected pamrevlumab, for which we have exclusive worldwide rights. We believe that pamrevlumab blocks CTGF and inhibits its central role in causing diseases associated with fibrosis, and thus pamrevlumab may be able to treat a broad array of fibrotic disorders and cancers. We are currently conducting Phase 2 trials in IPF, pancreatic cancer and DMD. Pamrevlumab has received orphan drug designation in IPF in the U.S.

In animal studies, such as in radiation-induced pulmonary fibrosis in mice, we have demonstrated that pamrevlumab is capable of reversing fibrosis. In clinical trials, we have used advanced medical imaging technology to quantify changes in fibrosis throughout the lungs. Our data to date using these measures demonstrate that pamrevlumab may stabilize and in some instances reverse pulmonary fibrosis and improve pulmonary function in IPF patients.

IPF is a form of progressive pulmonary fibrosis, which destroys the structure and function of the lungs. We have conducted an open label Phase 2 Study of pamrevlumab in IPF, in which 35% of subjects exhibited stable or improved fibrosis at week 48 as measured by high resolution computed tomography, and improvements in lung fibrosis correlated with improvements in lung function. We have also completed enrollment of our randomized, double-blind, placebo-controlled Phase 2 trial of pamrevlumab for first-line treatment of IPF in patients with mild-to-moderate disease. This protocol includes a sub-study that examines safety and efficacy of pamrevlumab in combination with approved therapies. Both components of the Phase 2 trial are designed to

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evaluate the safety of pamrevlumab and the effects of pamrevlumab on pulmonary function, extent of fibrosis and health-related quality of life. We expect to report topline data from the entire study in the third quarter of 2017.

Certain cancers have a prominent ECM component that contributes to metastasis and progressive disease. Specifically, ECM is the connective tissue framework of an organ or tissue; all tumors have ECM. In the case of fibrotic tumors, ECM is more pronounced and there is more fibrosis than in other tumor types. In mouse models of pancreatic cancer, pamrevlumab treatment has demonstrated reduction of tumor mass, slowing of metastasis and improvement in survival. In an open-label Phase 2 study of pamrevlumab plus gemcitabine and erlotinib, pamrevlumab demonstrated a dose-dependent improvement in one year survival rate. We are also currently conducting a randomized, active-control, neoadjuvant clinical trial combining pamrevlumab with nab-paclitaxel plus gemcitabine in approximately 42 patients with locally advanced pancreatic cancer. We expect to complete enrollment in first half of 2017 and complete the six-month treatment period in this trial by year end 2017 or the first quarter of 2018.

DMD is an inherited disorder of the dystrophin gene that leads to progressive muscle loss and results in early death due to pulmonary or cardiac failure. Numerous pre-clinical studies including those in the mdx model of DMD suggest that CTGF contributes to the process by which muscle is replaced by fibrosis and fat and that CTGF may also impair muscle cell differentiation during muscle repair after injury. Pamrevlumab treatment has improved muscle strength and exercise endurance in the mdx model of DMD. We recently began an open label single arm trial in non-ambulatory boys with DMD.

Results to date indicate that pamrevlumab has broad potential to address unmet needs for the treatment of fibrotic diseases and cancers.

## ***Overview of FG-5200***

We are developing FG-5200, initially in China, for the treatment of corneal blindness resulting from partial thickness corneal damage for China. In China, there are ethical or religious beliefs, cultural norms and significant infrastructure barriers that limit organ donation or tissue banking possibilities, resulting in an extreme shortage of cadaver corneas. In April 2015, a subsidiary of China Regenerative Medicine International Limited received approval for their acellular porcine cornea stroma medical device for the indication of repair of corneal ulcers in China. However, alternatives to cadaver corneas, such as synthetic corneas using collagen derived from porcine tissue or fish scales, are either experimental or to our knowledge, have not yielded satisfactory results for restoration of vision in patients with corneal blindness. Our expertise in fibrosis and extracellular matrix proteins has allowed us to develop processes for producing human collagen types I, II and III, as well as coordinate expression of several enzymes involved in assembly of collagen. We have successfully produced a proprietary version of recombinant human collagen III that we are using in our FG-5200 corneal implant product candidate that we believe could address this significant unmet need in China and elsewhere. FG-5200 is designed to serve as an immediately functional replacement cornea as well as a scaffold to allow for regeneration of the native corneal tissue for the primary purpose of restoration of vision. In contrast, with cadaver corneas, only limited integration occurs over the life of the graft.

An initial clinical study outside of China has been conducted to test the safety and feasibility of using a biosynthetic implant composed of our recombinant human collagen, and substantially similar to FG-5200, for the treatment of severe corneal damage as an alternative to human donor tissue. Ten patients with advanced keratoconus, or severe corneal scarring, were implanted with the recombinant collagen implants and have been followed for more than five years. Results from this study included corneal nerve re-growth and touch sensitivity closer to that of healthy corneas and the implanted corneas maintained stable shape and thickness without the need of extensive immunosuppression therapy (standard of care for cadaver corneas).

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Corneal implants using human donor tissue are currently being reimbursed by the government, and similar to many other implantable Class III devices in China (including stents and bone grafts), we would expect that FG-5200 could be added to the reimbursement list for medical devices, if approved.

## **Corporate Information**

We were incorporated in 1993 in Delaware. Our headquarters are located at 409 Illinois Street, San Francisco, California 94158 and our telephone number is (415) 978-1200. Our website address is [www.FibroGen.com](http://www.FibroGen.com). The information contained on, or that can be accessed through, our website is not part of, and is not incorporated into, this prospectus supplement or the accompanying prospectus.

FibroGen, the FibroGen logo and other trademarks or service marks of FibroGen, Inc. appearing in this prospectus supplement or the accompanying prospectus are the property of FibroGen, Inc. This prospectus supplement or the accompanying prospectus contain additional trade names, trademarks and service marks of others, which are the property of their respective owners. We do not intend our use of display of other companies' trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, these other companies.

Until the end of 2015, we were an emerging growth company as defined in the Jumpstart Our Business Startups Act of 2012. Based on the aggregate market value of the outstanding common stock held by non-affiliates as of June 30, 2015, we meet the criteria for a large accelerated filer. We are no longer exempt, as an emerging growth company, from various reporting requirements applicable to other public companies, however through a permitted transition period until the third anniversary of our initial public offering, we may still choose to take advantage of the exemption from the requirements of holding a nonbinding advisory vote on executive compensation.

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**THE OFFERING**

Common Stock offered by us 5,228,750 shares

Common Stock to be outstanding after the offering 69,650,711 shares

Use of Proceeds We currently intend to use the net proceeds from this offering to fund the expansion of product development in China, including developing roxadustat in additional indications beyond CKD, manufacturing and commercialization activities, as well as for general corporate purposes. We will have broad discretion over the uses of the net proceeds from this offering. See the section entitled "Use of Proceeds," below.

Risk Factors See "Risk Factors" beginning on page S-6 for a discussion of factors you should consider carefully before making an investment decision.

NASDAQ Global Select Market Symbol for our Common Stock FGEN

The number of shares of our common stock to be outstanding after the offering is based on 64,421,961 shares of our common stock outstanding as of March 31, 2017 and excludes as of that date:

16,420,842 shares of common stock issuable upon exercise of outstanding stock options pursuant to our Amended and Restated 2005 Stock Plan ( "2005 Plan" ) and our 2014 Equity Incentive Plan ( "2014 Plan" ), with a weighted average exercise price of approximately \$9.3557 per share;

4,278,306 shares of common stock available for future award pursuant to the 2005 Plan and the 2014 Plan, as well as any automatic increases in the number of shares of common stock reserved for further issuance under the 2014 Plan;

2,274,397 shares of common stock available for sale under our 2014 Employee Stock Purchase Plan ( "ESPP" ), as well as any automatic increases in the number of shares of common stock reserved for further issuance under the ESPP; and

4,430 shares of common stock issuable upon exercise of common stock warrants outstanding, with a weighted average exercise price of approximately \$15.00 per share.

Unless otherwise stated, all information contained in this prospectus supplement reflects all currency amounts in United States dollars.

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**RISK FACTORS**

*You should consider carefully the risks described below and discussed in the section titled **Risk Factors** contained in our Annual Report on Form 10-K for the year ended December 31, 2016, as updated by our subsequent filings under the Securities Exchange Act of 1934, as amended, or the Exchange Act, each of which is incorporated by reference in this prospectus in their entirety, together with other information in this prospectus, and the information and documents incorporated by reference in this prospectus before you make a decision to invest in our common stock. If any of the following events actually occur, our business, financial condition, results of operations or cash flow could be harmed. This could cause the trading price of our common stock to decline and you may lose all or part of your investment. The risks below and incorporated by reference in this prospectus are not the only ones we face. Additional risks not currently known to us or that we currently deem immaterial may also affect our business operations. Please also read carefully the section above titled **Forward-Looking Statements**.*

**Risks Related to This Offering**

***We have broad discretion in the use of the net proceeds from this offering and may not use them effectively.***

Our management will have broad discretion in the application of the balance of the net proceeds from this offering and could spend the proceeds in ways that do not improve our business, financial condition or results of operations or enhance the value of our common stock. The net proceeds from this offering will be used to fund the expansion of product development in China, including developing roxadustat in additional indications beyond CKD, manufacturing and commercialization activities, as well as for general corporate purposes, which may include, among other things, funding research and development, clinical trials, vendor payables, potential regulatory submissions, hiring additional personnel and capital expenditures; however, we have no current commitments or obligations to do so. Our stockholders may not agree with the manner in which our management chooses to allocate and spend the net proceeds.

The failure by our management to use these funds effectively could result in financial losses that could harm our business, cause the price of our common stock to decline and delay the development of our product candidates. Pending their use, we may invest the net proceeds from this offering in a manner that does not produce income or that loses value.

***Purchasers in this offering will experience immediate and substantial dilution in the tangible net book value of their investment.***

If you purchase our common stock in this offering, you will incur an immediate dilution of \$18.75 in net tangible book value per share from the price you paid, based on the public offering price of \$22.95 per share. The exercise of outstanding options will result in further dilution. For a further description of the dilution that you will experience immediately after this offering, see the section titled **Dilution**.

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**USE OF PROCEEDS**

We estimate that the net proceeds from the sale of 5,228,750 shares of common stock in this offering, after deducting underwriting discounts and estimated offering expenses payable by us, will be approximately \$114.5 million. These numbers are based on the offering price to the public of \$22.95 per share.

We intend to use the net proceeds from this offering to fund the expansion of product development in China, including developing roxadustat in additional indications beyond CKD, manufacturing and commercialization activities, as well as for general corporate purposes, which may include, among other things, funding research and development, clinical trials, manufacturing, potential regulatory submissions, hiring additional personnel and capital expenditures. We have no current commitments or agreements with respect to any such transactions. We have not determined the amounts we plan to spend on any of the areas listed above or the timing of these expenditures.

We will have broad discretion in the application of the net proceeds, and investors will be relying on the judgment of our management regarding the application of the net proceeds of this offering.

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**DIVIDEND POLICY**

We have never declared or paid any cash dividends on our capital stock and we do not anticipate paying cash dividends in the foreseeable future. We currently intend to retain all available funds and our earnings, if any, to fund the development and expansion of our business. Future dividends on our common stock, if any, will be at the discretion of our board of directors and will depend on, among other things, our operations, capital requirements and surplus, general financial condition, contractual restrictions and such other factors that our board of directors may deem relevant.

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The following table sets forth our cash, cash equivalents and short-term and long-term investments and our capitalization as of December 31, 2016 on:

an actual basis; and

an as adjusted basis to give effect to the issuance and sale by us of 5,228,750 shares of common stock in this offering at the public offering price of \$22.95 per share, after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

The following information should be read in conjunction with the consolidated financial statements and related notes incorporated by reference in this prospectus supplement and the accompanying prospectus. For more details on how you can obtain the documents incorporated by reference in this prospectus supplement and the accompanying prospectus, see [Where You Can Find More Information](#) and [Incorporation of Certain Information by Reference](#).

	<b>As of December 31, 2016</b>	
	<b>As</b>	
	<b>Actual</b>	<b>Adjusted</b>
	<b>(in thousands, except share</b>	
	<b>and per share data)</b>	
Cash, cash equivalents and short-term and long-term investments	\$ 324,189	\$ 438,679
Stockholders' equity:		
Preferred stock- \$0.01 par value authorized, 125,000 actual and as adjusted; no shares issued and outstanding, actual and as adjusted		
Common stock- \$0.01 par value authorized, 225,000 actual and as adjusted; issued and outstanding, 63,665 actual and as adjusted	637	689
Additional paid-in capital	625,903	740,341
Accumulated deficit	(960)	(960)
Accumulated other comprehensive income (loss)	(469,742)	(469,742)
Total stockholders' equity	\$ 155,838	\$ 270,328
Non-controlling interests	19,271	19,271
Total capitalization	\$ 175,109	\$ 289,599

The number of shares of our common stock to be outstanding after the offering is based on 64,421,961 shares of our common stock outstanding as of March 31, 2017 and excludes as of that date:

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16,420,842 shares of common stock issuable upon exercise of outstanding stock options pursuant to our Amended and Restated 2005 Stock Plan ( 2005 Plan ) and our 2014 Equity Incentive Plan ( 2014 Plan ), with a weighted average exercise price of approximately \$9.3557 per share;

4,278,306 shares of common stock available for future award pursuant to the 2005 Plan and the 2014 Plan, as well as any automatic increases in the number of shares of common stock reserved for further issuance under the 2014 Plan;

2,274,397 shares of common stock available for sale under our 2014 Employee Stock Purchase Plan ( ESPP ), as well as any automatic increases in the number of shares of common stock reserved for further issuance under the ESPP; and

4,430 shares of common stock issuable upon exercise of common stock warrants outstanding, with a weighted average exercise price of approximately \$15.00 per share.

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**Table of Contents****DILUTION**

If you invest in our common stock in this offering, your ownership interest will be diluted to the extent of the difference between the public offering price per share and the pro forma net tangible book value per share. Our historical net tangible book value as of December 31, 2016 was approximately \$175.1 million, or approximately \$2.75 per share. Historical net tangible book value per share is determined by dividing our net tangible book value by the actual number of outstanding shares of common stock. Dilution in historical net tangible book value per share represents the difference between the amount per share paid by purchasers of shares of common stock in this offering and the pro forma net tangible book value per share of common stock immediately after the closing of this offering.

After giving effect to the sale of 5,228,750 shares of common stock at the public offering price of \$22.95 per share, after deducting estimated offering expenses payable by us and underwriting discounts, our pro forma net tangible book value as of December 31, 2016 would have been approximately \$289.6 million, or \$4.20 per share of common stock. This would represent an immediate increase in pro forma net tangible book value of \$1.45 per share to existing stockholders and an immediate dilution of \$18.75 per share to new investors purchasing shares of common stock in this offering at the public offering price of \$22.95 per share.

The following table illustrates this dilution on a per share basis:

Public offering price per share	\$ 22.95
Historical net tangible book value per share as of December 31, 2016	\$ 2.75
Increase in historical net tangible book value per share attributable to this offering	1.45
Pro forma net tangible book value per share after giving effect to this offering	4.20
Dilution per share to new investors purchasing our common stock in this offering	\$ 18.75

The number of shares of our common stock to be outstanding after the offering is based on 64,421,961 shares of our common stock outstanding as of March 31, 2017 and excludes as of that date:

16,420,842 shares of common stock issuable upon exercise of outstanding stock options pursuant to our Amended and Restated 2005 Stock Plan ( 2005 Plan ) and our 2014 Equity Incentive Plan ( 2014 Plan ), with a weighted average exercise price of approximately \$9.3557 per share;

4,278,306 shares of common stock available for future award pursuant to the 2005 Plan and the 2014 Plan, as well as any automatic increases in the number of shares of common stock reserved for further issuance under the 2014 Plan;

2,274,397 shares of common stock available for sale under our 2014 Employee Stock Purchase Plan ( ESPP ), as well as any automatic increases in the number of shares of common stock reserved for further issuance under the ESPP; and

4,430 shares of common stock issuable upon exercise of common stock warrants outstanding, with a weighted average exercise price of approximately \$15.00 per share.

In addition, we may choose to raise additional capital due to market conditions or strategic considerations even if we believe that we have sufficient funds for our current or future operating plans. To the extent that additional capital is raised through the sale of equity or convertible debt securities, the issuance of these securities could result in further dilution to our stockholders.

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**DESCRIPTION OF CAPITAL STOCK**

As of the date of this prospectus supplement, our authorized capital stock consists of 225,000,000 shares of common stock, par value \$0.01 per share and 125,000,000 shares of preferred stock, par value \$0.01 per share. As of March 31, 2017, there were 64,421,961 shares of common stock outstanding and no shares of preferred stock outstanding.

The following summary description of our capital stock is based on the provisions of our amended and restated certificate of incorporation and amended and restated bylaws and the applicable provisions of the Delaware General Corporation Law, or the DGCL. This information is qualified entirely by reference to the applicable provisions of our amended and restated certificate of incorporation, amended and restated bylaws and the DGCL. For information on how to obtain copies of our amended and restated certificate of incorporation and amended and restated bylaws, see *Where You Can Find More Information*.

**Common Stock**

***Voting Rights***

Each holder of our common stock is entitled to one vote for each share of common stock held on all matters submitted to a vote of stockholders, except as otherwise expressly provided in our amended and restated certificate of incorporation or required by applicable law. We have not provided for cumulative voting for the election of directors in our amended and restated certificate of incorporation.

***Economic Rights***

*Dividends and Distributions.* Subject to the prior rights of holders of all classes and series of stock at the time outstanding having prior rights as to dividends, the holders of common stock will be entitled to receive, when, as and if declared by our board of directors, out of any assets legally available therefor, such dividends as may be declared from time to time by our board of directors.

*Liquidation Rights.* In the event of our liquidation, dissolution or winding-up, upon the completion of the distributions required with respect to any series of preferred stock that may then be outstanding, the remaining assets legally available for distribution to stockholders shall be distributed ratably among the holders of common stock and any participating preferred stock outstanding at that time.

Holders of common stock have no preemptive or conversion rights or other subscription rights. There are no redemption or sinking fund provisions applicable to the common stock.

**Preferred Stock**

Our amended and restated certificate of incorporation provides that our board of directors may, without further action by our stockholders, fix the rights, preferences, privileges and restrictions of up to an aggregate of 125,000,000 shares of preferred stock in one or more series and authorize their issuance. These rights, preferences and privileges could include dividend rights, conversion rights, voting rights, terms of redemption, liquidation preferences, sinking fund terms and the number of shares constituting any series or the designation of such series, any or all of which may be greater than the rights of our common stock. The issuance of our preferred stock could adversely affect the voting power of holders of our common stock and the likelihood that such holders will receive dividend payments and payments upon liquidation, which could decrease the market price of our common stock. In addition, the issuance of preferred stock could have the effect of delaying, deferring or preventing a change of control or other corporate action.

Upon the completion of this offering, no shares of preferred stock will be outstanding, and we have no present plan to issue any shares of preferred stock.

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**Anti-Takeover Effects of Provisions of Delaware Law and Our Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws**

Our amended and restated certificate of incorporation and amended and restated bylaws to be in effect upon the completion of this offering contain certain provisions that could have the effect of delaying, deferring or discouraging another party from acquiring control of us. These provisions and certain provisions of Delaware law, which are summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed, in part, to encourage persons seeking to acquire control of us to negotiate first with our board of directors. We believe that the benefits of increased protection of our potential ability to negotiate more favorable terms with an unfriendly or unsolicited acquirer outweigh the disadvantages of discouraging a proposal to acquire us.

***Section 203 of the Delaware General Corporation Law***

We are subject to Section 203 of the Delaware General Corporation Law, which prohibits a Delaware corporation from engaging in any business combination with any interested stockholder for a period of three years after the date that such stockholder became an interested stockholder, with the following exceptions:

before such date, the board of directors of the corporation approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder;

upon completion of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction began, excluding for purposes of determining the voting stock outstanding (but not the outstanding voting stock owned by the interested stockholder) those shares owned (1) by persons who are directors and also officers and (2) employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; and

on or after such date, the business combination is approved by the board of directors and authorized at an annual or special meeting of the stockholders, and not by written consent, by the affirmative vote of at least 66  $\frac{2}{3}$ % of the outstanding voting stock that is not owned by the interested stockholder.

In general, Section 203 of the Delaware General Corporation Law defines a business combination to include the following:

any merger or consolidation involving the corporation and the interested stockholder;

any sale, transfer, pledge or other disposition of 10% or more of the assets of the corporation involving the interested stockholder;

subject to certain exceptions, any transaction that results in the issuance or transfer by the corporation of any stock of the corporation to the interested stockholder;

any transaction involving the corporation that has the effect of increasing the proportionate share of the stock or any class or series of the corporation beneficially owned by the interested stockholder; and

the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges or other financial benefits by or through the corporation.

In general, Section 203 defines an interested stockholder as an entity or person who, together with the person's affiliates and associates, beneficially owns, or within three years prior to the time of determination of interested stockholder status owned, 15% or more of the outstanding voting stock of the corporation.

The statute could prohibit or delay mergers or other takeover or change in control attempts and, accordingly, may discourage attempts to acquire us even though such a transaction may offer our stockholders the opportunity to sell their stock at a price above the prevailing market price.

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***Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws***

Our amended and restated certificate of incorporation provides for our board of directors to be divided into three classes with staggered three-year terms. Only one class of directors is elected at each annual meeting of our stockholders, with the other classes continuing for the remainder of their respective three-year terms. Because our stockholders do not have cumulative voting rights, stockholders holding a majority of the shares of common stock outstanding will be able to elect all of our directors. Our amended and restated certificate of incorporation and our amended and restated bylaws also provide that directors may be removed by the stockholders only for cause upon the vote of 66  $\frac{2}{3}$ % of all then-outstanding shares of capital stock entitled to vote generally at an election of directors. Furthermore, the authorized number of directors may be changed only by resolution of the board of directors, and vacancies and newly created directorships on the board of directors may, except as otherwise required by law or determined by the board, only be filled by a majority vote of the directors then serving on the board, even though less than a quorum.

Our amended and restated certificate of incorporation and amended and restated bylaws provide that all stockholder actions must be effected at a duly called meeting of stockholders and does not contain the right of stockholders to act by written consent without a meeting. Our amended and restated bylaws also provides that only our chairman of the board, chief executive officer or the board of directors pursuant to a resolution adopted by a majority of the total number of authorized directors may call a special meeting of stockholders.

Our amended and restated bylaws also provides that stockholders seeking to present proposals before a meeting of stockholders to nominate candidates for election as directors at a meeting of stockholders must provide timely advance notice in writing, and specifies requirements as to the form and content of a stockholder's notice. Our amended and restated certificate of incorporation and amended and restated bylaws provide that the stockholders cannot amend many of the provisions described above except by a vote of 66  $\frac{2}{3}$ % or more of our outstanding common stock.

The combination of these provisions makes it more difficult for our existing stockholders to replace our board of directors as well as for another party to obtain control of us by replacing our board of directors. Since our board of directors has the power to retain and discharge our officers, these provisions could also make it more difficult for existing stockholders or another party to effect a change in management. In addition, the authorization of undesignated preferred stock makes it possible for our board of directors to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to change our control.

These provisions are intended to enhance the likelihood of continued stability in the composition of our board of directors and its policies and to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to reduce our vulnerability to hostile takeovers and to discourage certain tactics that may be used in proxy fights. However, such provisions could have the effect of discouraging others from making tender offers for our shares and may have the effect of delaying changes in our control or management. As a consequence, these provisions may also inhibit fluctuations in the market price of our stock that could result from actual or rumored takeover attempts. We believe that the benefits of these provisions, including increased protection of our potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure our company, outweigh the disadvantages of discouraging takeover proposals, because negotiation of takeover proposals could result in an improvement of their terms.

**Choice of Forum**

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware will be the exclusive forum for any derivative action or proceeding brought on our behalf; any action asserting a breach of fiduciary duty; any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws; or any action asserting a claim against us that is governed by the internal affairs doctrine.

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### **Limitation on Liability and Indemnification of Officers and Directors**

Section 145 of the DGCL authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers under certain circumstances and subject to certain limitations. The terms of Section 145 of the DGCL are sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act of 1933, as amended, or the Securities Act.

Our amended and restated certificate of incorporation provides for indemnification of our directors, officers, employees and other agents to the maximum extent permitted by the DGCL, and our amended and restated bylaws provide for indemnification of our directors, officers, employees and other agents to the maximum extent permitted by the DGCL.

We have entered into indemnification agreements with our directors and officers whereby we have agreed to indemnify our directors and officers to the fullest extent permitted by law, including indemnification against expenses and liabilities incurred in legal proceedings to which the director or officer was, or is threatened to be made, a party by reason of the fact that such director or officer is or was a director, officer, employee or agent of FibroGen, provided that such director or officer acted in good faith and in a manner that the director or officer reasonably believed to be in, or not opposed to, the best interest of FibroGen. At present, there is no pending litigation or proceeding involving a director or officer of FibroGen regarding which indemnification is sought, nor is the registrant aware of any threatened litigation that may result in claims for indemnification.

### **Transfer Agent and Registrar**

The transfer agent and registrar for our common stock is American Stock Transfer & Trust Company. Its address is 6201 15<sup>th</sup> Avenue, Brooklyn, New York 11219.

### **Listing on the NASDAQ Global Select Market**

Our common stock is listed on the NASDAQ Global Select Market under the symbol **FGEN**.

**Table of Contents****UNDERWRITING**

Leerink Partners LLC and Stifel, Nicolaus & Company, Incorporated are acting as representatives of each of the underwriters named below and as joint bookrunning managers for this offering. Subject to the terms and conditions set forth in the underwriting agreement among us and the underwriters, we have agreed to sell to the underwriters, and each of the underwriters has agreed, severally and not jointly, to purchase from us, the number of shares of common stock set forth opposite its name below.

<b>Underwriter</b>	<b>Number of Shares</b>
Leerink Partners LLC	3,398,688
Stifel, Nicolaus & Company, Incorporated	1,830,062
<b>Total</b>	<b>5,228,750</b>

Subject to the terms and conditions set forth in the underwriting agreement, the underwriters have agreed, severally and not jointly, to purchase all of the shares sold under the underwriting agreement if any of the shares are purchased. If an underwriter defaults, the underwriting agreement provides that the purchase commitments of the non-defaulting underwriters may be increased or the underwriting agreement may be terminated.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the underwriters may be required to make in respect of those liabilities.

The underwriters are offering the shares, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, including the validity of the shares, and other conditions contained in the underwriting agreement, such as the receipt by the underwriters of officers' certificates and legal opinions. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

**Commissions and Discounts**

The representatives have advised us that the underwriters propose initially to offer the shares to the public at the public offering price set forth on the cover page of this prospectus. After the initial offering of the shares, the public offering price, concession or any other term of the offering may be changed by the representatives.

The following table shows the public offering price, underwriting discounts and commissions and proceeds before expenses to us.

	<b>Per Share</b>	<b>Total</b>
Public offering price	\$ 22.9500	\$ 119,999,812.50
Underwriting discounts and commissions	\$ 0.9466	\$ 4,949,534.75
Proceeds, before expenses, to us	\$ 22.0034	\$ 115,050,277.75

We estimate expenses payable by us in connection with this offering, other than the underwriting discounts and commissions referred to above, will be approximately \$600,000. We also have agreed to reimburse the underwriters for up to \$30,000 for their FINRA counsel fee. In accordance with FINRA Rule 5110, this reimbursed fee is deemed underwriting compensation for this offering.

#### **No Sales of Similar Securities**

We and our executive officers and directors have agreed not to sell or transfer any common stock or securities convertible into or exchangeable or exercisable for common stock, for 90 days, as it relates to the company, and 60 days, as it relates to our executive officers and directors, after the date of this prospectus

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without first obtaining the written consent of Leerink Partners LLC on behalf of the underwriters. Specifically, we and these other persons have agreed, with certain limited exceptions, not to directly or indirectly:

offer, pledge, sell or contract to sell any common stock;

sell any option or contract to purchase any common stock;

purchase any option or contract to sell any common stock;

grant any option, right or warrant for the sale of any common stock;

otherwise dispose of or transfer any common stock;

request or demand that we file a registration statement related to the common stock; or

enter into any swap or other agreement or any transaction that transfers, in whole or in part, the economic consequence of ownership of any common stock, whether any such swap, agreement or transaction is to be settled by delivery of shares or other securities, in cash or otherwise.

This lock-up provision applies to common stock and to securities convertible into or exchangeable or exercisable for common stock. It also applies to common stock owned now or acquired later by the person executing the agreement or for which the person executing the agreement later acquires the power of disposition.

## **NASDAQ Global Select Market Listing**

Our common stock is listed on The NASDAQ Global Select Market under the symbol FGEN.

## **Price Stabilization, Short Positions and Penalty Bids**

Until the distribution of the shares is completed, SEC rules may limit underwriters and selling group members from bidding for and purchasing our common stock. However, the representatives may engage in transactions that stabilize the price of the common stock, such as bids or purchases to peg, fix or maintain that price.

In connection with the offering, the underwriters may purchase and sell our common stock in the open market. These transactions may include short sales, purchases on the open market to cover positions created by short sales and stabilizing transactions. Short sales involve the sale by the underwriters of a greater number of shares than they are required to purchase in the offering. The underwriters must close out any short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of our common stock in the open market after pricing that could adversely affect investors who purchase in the offering. Stabilizing transactions consist of various bids for or purchases of shares of common stock made by the underwriters in the open market prior to the closing of the offering.

The underwriters may also impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased shares sold by or for the account of such underwriter in stabilizing or short covering transactions.

Similar to other purchase transactions, the underwriters' purchases to cover the syndicate short sales may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of our common stock. As a result, the price of our common stock may be higher than the price that might otherwise exist in the open market. The underwriters may conduct these transactions on The NASDAQ Global Select Market, in the over-the-counter market or otherwise.

Neither we nor any of the underwriters make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of our common stock. In addition, neither we nor any of the underwriters make any representation that the representatives will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

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### **Electronic Distribution**

In connection with the offering, certain of the underwriters or securities dealers may distribute prospectuses by electronic means, such as e-mail.

### **Other Relationships**

The underwriters and certain of their affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. Some of the underwriters and certain of their affiliates may in the future engage in investment banking and other commercial dealings in the ordinary course of business with us and our affiliates, for which they may in the future receive customary fees, commissions and expenses.

In addition, in the ordinary course of their business activities, the underwriters and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. The underwriters and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

### **Selling Restrictions**

#### ***Notice to Prospective Investors in the European Economic Area***

In relation to each Member State of the European Economic Area (each, a **Relevant Member State** ), no offer of shares may be made to the public in that Relevant Member State other than:

- A. to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- B. to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the representatives; or
- C. in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of shares shall require the Company or the representatives to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

Each person in a Relevant Member State who initially acquires any shares or to whom any offer is made will be deemed to have represented, acknowledged and agreed that it is a **qualified investor** within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive. In the case of any shares being offered to a financial intermediary as that term is used in Article 3(2) of the Prospectus Directive, each such financial

intermediary will be deemed to have represented, acknowledged and agreed that the shares acquired by it in the offer have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any shares to the public other than their offer or resale in a Relevant Member State to qualified investors as so defined or in circumstances in which the prior consent of the representatives has been obtained to each such proposed offer or resale.

We, the representatives and each of our and the representatives and their affiliates will rely upon the truth and accuracy of the foregoing representations, acknowledgements and agreements.

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This prospectus has been prepared on the basis that any offer of shares in any Relevant Member State will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of shares. Accordingly, any person making or intending to make an offer in that Relevant Member State of shares which are the subject of the offering contemplated in this prospectus may only do so in circumstances in which no obligation arises for the company or any of the underwriters to publish a prospectus pursuant to Article 3 of the Prospectus Directive in relation to such offer. Neither the company nor the underwriters have authorized, nor do they authorize, the making of any offer of shares in circumstances in which an obligation arises for the company or the underwriters to publish a prospectus for such offer.

For the purpose of the above provisions, the expression "an offer to the public" in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe the shares, as the same may be varied in the Relevant Member State by any measure implementing the Prospectus Directive in the Relevant Member State and the expression "Prospectus Directive" means Directive 2003/71/EC (including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member States) and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

***Notice to Prospective Investors in Canada***

The common stock may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the common stock must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this prospectus supplement and accompanying prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 of National Instrument 33-105 Underwriting Conflicts (NI 33-105), the underwriters are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.



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**LEGAL MATTERS**

Certain legal matters relating to the issuance of the shares of common stock will be passed upon for FibroGen by Cooley LLP, Palo Alto, California. Perkins Coie LLP, Palo Alto, California, is representing the underwriters in connection with this offering.

**EXPERTS**

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this Prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2016 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

**WHERE YOU CAN FIND MORE INFORMATION**

This prospectus supplement and the accompanying prospectus are part of a registration statement on Form S-3 we filed with the SEC under the Securities Act and does not contain all the information set forth in the registration statement. Whenever a reference is made in this prospectus supplement or the accompanying prospectus to any of our contracts, agreements or other documents, the reference may not be complete and you should refer to the exhibits that are a part of the registration statement or the exhibits to the reports or other documents incorporated by reference therein. For further information with respect to us and the common stock we are offering under this prospectus supplement, we refer you to the registration statement and the exhibits and schedules filed as a part of the registration statement.

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or the SEC. You may read and copy any document we file at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for more information about the operation of the public reference room. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC, including us. The SEC's Internet site can be found at <http://www.sec.gov>.

**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to another document that we have filed separately with the SEC. You should read the information incorporated by reference because it is an important part of this prospectus supplement and the accompanying prospectus. We incorporate by reference the following information or documents that we have filed with the SEC (Commission File No. 001-36740):

our annual report on Form 10-K, for the year ended December 31, 2016, or the Annual Report;

the information specifically incorporated by reference into our Annual Report from our definitive proxy statement on Schedule 14A, filed with the SEC on April 22, 2016;

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our current reports on Form 8-K (other than information furnished rather than filed) filed with the SEC on January 30, 2017, February 16, 2017, March 1, 2017, March 2, 2017 and March 31, 2017; and

the description of our common stock set forth in our registration statement on Form 8-A, filed with the SEC on November 12, 2014, including any amendments or reports filed for the purposes of updating this description.

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Any information in any of the foregoing documents will automatically be deemed to be modified or superseded to the extent that information in this prospectus or in a later filed document that is incorporated or deemed to be incorporated herein by reference modifies or replaces such information.

We also incorporate by reference any future filings (other than current reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits filed on such form that are related to such items) made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, until we file a post-effective amendment which indicates the termination of the offering of the securities made by this prospectus supplement and the accompanying prospectus. Information in such future filings updates and supplements the information provided in this prospectus supplement and the accompanying prospectus. Any statements in any such future filings will automatically be deemed to modify and supersede any information in any document we previously filed with the SEC that is incorporated or deemed to be incorporated herein by reference to the extent that statements in the later filed document modify or replace such earlier statements.

We will provide to each person, including any beneficial owner, to whom this prospectus supplement and the accompanying prospectus is delivered, without charge upon written or oral request, a copy of any or all of the documents that are incorporated by reference herein, including exhibits which are specifically incorporated by reference into such documents. You may request a copy of these filings at no cost by writing or telephoning us at the following address or telephone number:

FibroGen, Inc.

Attn: Investor Relations

409 Illinois Street

San Francisco, California 94158

Telephone number: (415) 978-1200

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**COMMON STOCK**

**PREFERRED STOCK**

**DEBT SECURITIES**

**WARRANTS**

From time to time, we may offer to sell any combination of the securities described in this prospectus in amounts, at prices and on terms described in one or more supplements to this prospectus. We may also offer common stock or preferred stock upon conversion of debt securities, common stock upon conversion of preferred stock, or common stock, preferred stock or debt securities upon the exercise of warrants.

This prospectus describes some of the general terms that may apply to an offering of our common stock, preferred stock, debt securities or warrants. The specific terms and any other information relating to a specific offering will be set forth in a post-effective amendment to the registration statement of which this prospectus is a part or in a supplement to this prospectus or may be set forth in one or more documents incorporated by reference in this prospectus. We may also authorize one or more free writing prospectuses to be provided to you in connection with a specific offering.

We may offer and sell common stock, preferred stock, debt securities or warrants to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis. The supplements to this prospectus and any authorized free writing prospectus will provide the specific terms of the plan of distribution.

Our common stock trades on the NASDAQ Global Select Market under the symbol FGEN. On February 28, 2017, the last reported sale price of our common stock on the NASDAQ Global Select Market was \$25.00 per share.

**Investing in our securities involves a high degree of risk. You should review carefully the risks and uncertainties described under the heading Risk Factors contained in the applicable prospectus supplement and in any free writing prospectus we have authorized for use in connection with a specific offering, and under similar headings in the documents that are incorporated by reference into this prospectus.**

**This prospectus may not be used to consummate a sale of securities unless accompanied by a prospectus supplement.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The date of this prospectus is March 1, 2017**

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**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission, or SEC, utilizing an automatic shelf registration process available to well-known seasoned issuers, as defined in Rule 405 under the Securities Act of 1933, as amended, or the Securities Act. Under this shelf registration statement, we may offer and sell from time to time in one or more offerings the common stock, preferred stock, debt securities, warrants or any combination of these securities described in this prospectus. No limit exists on the aggregate number of shares of common stock, preferred stock or warrants, or the amount of debt securities we may sell pursuant to the registration statement. We may also offer common stock or preferred stock upon conversion of debt securities, common stock upon conversion of preferred stock, or common stock, preferred stock or debt securities upon the exercise of warrants.

Each time we offer securities under this prospectus, we will provide a prospectus supplement that will contain more specific information about the terms of that offering. We may also authorize one or more free writing prospectuses to be provided to you that may contain material information relating to these offerings. The prospectus supplement and any related free writing prospectus that we may authorize to be provided to you may also add, update or change any of the information contained in this prospectus or in the documents that we have incorporated by reference into this prospectus. We urge you to read carefully this prospectus, any applicable prospectus supplement and any free writing prospectuses we have authorized for use in connection with a specific offering, together with the information incorporated herein by reference as described under the heading **Incorporation of Certain Information by Reference**, before buying any of the securities being offered.

**This prospectus may not be used to consummate a sale of securities unless it is accompanied by a prospectus supplement.**

This prospectus contains summaries of certain provisions contained in some of the documents described herein, but reference is made to the actual documents for complete information. All of the summaries are qualified in their entirety by the actual documents. Copies of some of the documents referred to herein have been filed, will be filed or will be incorporated by reference as exhibits to the registration statement of which this prospectus is a part, and you may obtain copies of those documents as described below under the section entitled **Where You Can Find More Information**.

This prospectus contains and incorporates by reference market data and industry statistics and forecasts that are based on independent industry publications and other publicly available information. Although we believe these sources are reliable, we do not guarantee the accuracy or completeness of this information and we have not independently verified this information. Although we are not aware of any misstatements regarding the market and industry data presented in this prospectus and the documents incorporated herein by reference, these estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading **Risk Factors** contained in the applicable prospectus supplement and any related free writing prospectus, and under similar headings in the other documents that are incorporated by reference into this prospectus. Accordingly, investors should not place undue reliance on this information.

We have not authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus or applicable prospectus supplement or free writing prospectus prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not making an offer to sell these securities, or soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus, or in any prospectus supplement or authorized free writing prospectus, is

accurate as of any date other than its date regardless of the time of delivery of the prospectus, prospectus supplement or authorized free writing prospectus or any sale of these securities.

We urge you to read carefully this prospectus, any applicable prospectus supplement and any authorized free writing prospectus, together with the information incorporated herein by reference as described



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under the heading **Where You Can Find More Information**, before deciding whether to invest in any of the securities being offered.

This prospectus and the information incorporated herein by reference includes trademarks, service marks and trade names owned by us or other companies. All trademarks, service marks and trade names included or incorporated by reference into this prospectus or any applicable prospectus supplement or any authorized free writing prospectus are the property of their respective owners.

References in this prospectus to **FibroGen**, **we**, **us** and **our** refer to FibroGen, Inc., a Delaware corporation, and its subsidiaries. Our website address is <http://www.fibrogen.com>. We do not incorporate the information on our website into this prospectus, and you should not consider it part of this prospectus.

## **RISK FACTORS**

Investing in our securities involves risks. You should review carefully the risks and uncertainties described under the heading **Risk Factors** contained in any applicable prospectus supplement or authorized free writing prospectus and under similar headings in the other documents that are incorporated by reference into this prospectus before deciding whether to purchase any of the securities being registered pursuant to the registration statement of which this prospectus is a part. Each of the risk factors could adversely affect our business, operating results and financial condition, as well as adversely affect the value of an investment in our securities, and the occurrence of any of these risks might cause you to lose all or part of your investment. Moreover, the risks described are not the only ones that we face. Additional risks not presently known to us or that we currently believe are immaterial may also significantly impair our business operations.

## **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus, the documents that we have filed with the SEC that are incorporated by reference in this prospectus and any authorized free writing prospectus contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, that are subject to the **safe harbor** created by those sections. These forward-looking statements can generally be identified as such because the context of the statement will include words such as **may**, **will**, **expect**, **anticipate**, **intend**, **believe**, **hope**, **assume**, **estimate**, **plan**, **future**, **unlikely**, **opportunity**, **predict**, **continue**, **should**, or the negative of these terms and similar expressions intended to identify forward-looking statements. Discussions containing these forward-looking statements may be found, among other places, in **Business** and in **Management's Discussion and Analysis of Financial Condition and Results of Operations** incorporated by reference from our most recent Annual Report on Form 10-K and from our Quarterly Reports on Form 10-Q for the quarterly periods ended subsequent to our filing of such Annual Report on Form 10-K, as well as any amendments thereto reflected in subsequent filings with the SEC. These forward-looking statements include but are not limited to statements about:

our ongoing and planned preclinical development and clinical trials;

the timing of and our ability to make regulatory filings and obtain and maintain regulatory approvals for roxadustat, pamrevlumab and our other product candidates;

our intellectual property position;

the potential safety, efficacy, reimbursement, convenience clinical and pharmaco-economic benefits of our product candidates;

the potential markets for any of our product candidates;

our ability to develop commercial functions;

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our ability to operate in China;

expectations regarding clinical trial data;

our results of operations, cash needs, spending of the proceeds from our initial public offering, financial condition, liquidity, prospects, growth and strategies; and

the industry in which we operate and the trends that may affect the industry or us.

These forward-looking statements are based largely on our expectations and projections about future events and future trends affecting our business, and are subject to risks and uncertainties that could cause actual results to differ materially from those anticipated in the forward-looking statements. Before deciding to purchase our securities, you should carefully consider the risk factors described in the **Risk Factors** section of this prospectus, in addition to the other information set forth in this prospectus, any applicable prospectus supplement, any authorized free writing prospectus and the documents incorporated by reference herein and therein.

In addition, past financial and/or operating performance is not necessarily a reliable indicator of future performance and you should not use our historical performance to anticipate results or future period trends. We can give no assurances that any of the events anticipated by the forward-looking statements will occur or, if any of them do, what impact they will have on our results of operations and financial condition.

Except as required by law, we undertake no obligation to publicly revise our forward-looking statements to reflect events or circumstances that arise after the filing of this prospectus, any applicable prospectus supplement, any authorized free writing prospectus, or documents incorporated by reference herein and therein, that include forward-looking statements.

### **RATIO OF EARNINGS TO FIXED CHARGES**

The table below sets forth our ratio of earnings to fixed charges for the periods indicated. **Earnings** consist of income (loss) from continuing operations before income taxes, extraordinary items, cumulative effect of accounting changes, equity in net losses of affiliates and fixed charges. **Fixed charges** consist of interest expense and the portion of operating lease expense that represents interest.

	<b>Year Ended December 31,</b>				
	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>
Ratio of earnings to fixed charges(1)					

- (1) For the fiscal years ended December 31, 2012, 2013, 2014, 2015 and 2016, our earnings were insufficient to cover fixed charges by \$32.7 million, \$14.9 million, \$59.5 million, \$85.5 million, and \$61.7 million, respectively.

### **RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERENCE DIVIDENDS**

The table below sets forth our ratio of earnings to combined fixed charges and preference security dividends for the periods indicated. **Earnings** consist of income (loss) from continuing operations before income taxes, extraordinary

items, cumulative effect of accounting changes, equity in net losses of affiliates and fixed charges. Fixed charges consist of interest expense and the portion of operating lease expense that represents interest. Preference dividends consist of the amount of pre-tax earnings that is required to pay the dividends on outstanding preference securities.

	<b>Year Ended December 31,</b>				
	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>
Ratio of combined fixed charges and preference dividends to earnings(1)					

- (1) For the fiscal years ended December 31, 2012, 2013, 2014, 2015 and 2016, our combined fixed charges and preference dividends exceeded earnings by \$32.7 million, \$14.9 million, \$59.5 million, \$85.5 million, and \$61.7 million, respectively.

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**USE OF PROCEEDS**

Except as described in any prospectus supplement or in any related authorized free writing prospectus that we may authorize to be provided to you, we intend to use the net proceeds from the sale of securities issued pursuant to this registration statement to develop and commercialize our product candidates such as roxadustat, pamrevlumab, corneal implants, and other HIF-PH inhibitors product candidates, as well as for general corporate purposes. These uses include meeting any short term liquidity needs pending receipt of amounts due or subject to reimbursement under our license and collaboration agreements. We may also use a portion of the net proceeds from the sale of securities issued pursuant to this registration statement to acquire complementary businesses, products or technologies, although we have no present commitments or agreements for any specific acquisitions. Accordingly, we will have broad discretion over the uses of the net proceeds from the sale of securities issued pursuant to this registration statement. Pending these uses, we plan to invest these net proceeds in short-term and long-term interest bearing obligations, investment grade instruments, certificates of deposit or direct or guaranteed obligations of the United States. We will have broad discretion in the application of the net proceeds from the sale of securities issued pursuant to this registration statement, and investors will be relying on the judgment of our management regarding the application of such net proceeds.

**DESCRIPTION OF CAPITAL STOCK**

We may issue shares of our common stock from time to time, in one or more offerings. We will set forth in the applicable prospectus supplement a description of the terms of the offering of common stock, including the offering price, the net proceeds to us and other offering material relating to such offering.

We may issue shares of our preferred stock from time to time, in one or more offerings. We will set forth in the applicable prospectus supplement a description of the terms of the offering of preferred stock, including the offering price, rights, preferences, privileges, restrictions, the net proceeds to us and other offering material relating to such offering.

**DESCRIPTION OF DEBT SECURITIES**

We may issue shares of our debt securities from time to time, in one or more offerings. We will set forth in the applicable prospectus supplement a description of the terms of the offering of debt securities, including maturity date, interest, the net proceeds to us and other offering material relating to such offering.

**DESCRIPTION OF WARRANTS**

We may issue warrants to purchase our common stock, preferred stock and/or debt securities, or any combination of the foregoing. Warrants may be issued independently or together with any other securities and may be attached to, or separate from, such securities. Each series of warrants will be issued under a separate warrant agreement to be entered into between us and a warrant agent. We will set forth in the applicable prospectus supplement a description of the terms of the offering of warrants, including the offering price, a description of the material provisions of the applicable warrant agreement, the net proceeds to us and other offering material relating to such offering.

**LEGAL MATTERS**

Unless otherwise indicated in the applicable prospectus supplement, the validity of the issuance of the securities offered by this prospectus and any supplement thereto will be passed upon for us by our counsel, Cooley LLP, Palo Alto, California. As of March 1, 2017, partners and associates of Cooley LLP participating in the preparation of this

prospectus and the related Registration Statement on Form S-3 owned no shares of our common stock.

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**EXPERTS**

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Annual Report on Internal Control over Financial Reporting) incorporated in this Prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2016 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for more information about the operation of the public reference room. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including FibroGen, Inc. The SEC's Internet site can be found at <http://www.sec.gov>.

**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to another document that we have filed separately with the SEC. You should read the information incorporated by reference because it is an important part of this prospectus. We incorporate by reference the following information or documents that we have filed with the SEC (Commission File No. 001-36740):

our Annual Report on Form 10-K, for the year ended December 31, 2016;

the information specifically incorporated by reference into our 2016 annual report on Form 10-K referred to above from our Definitive Proxy Statement on Schedule 14A, filed with the SEC on April 22, 2016;

our Current Reports on Form 8-K (other than information furnished rather than filed) filed January 30, 2017; and

the description of our common stock set forth in our registration statement on Form 8-A, filed with the SEC on November 12, 2014, including any amendments or reports filed for the purposes of updating this description.

Any information in any of the foregoing documents will automatically be deemed to be modified or superseded to the extent that information in this prospectus or in a later filed document that is incorporated or deemed to be incorporated herein by reference modifies or replaces such information.

We also incorporate by reference any future filings (other than current reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits filed on such form that are related to such items) made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, until we file a post-effective amendment which indicates the

termination of the offering of the securities made by this prospectus. Information in such future filings updates and supplements the information provided in this prospectus. Any statements in any such future filings will automatically be deemed to modify and supersede any information in any document we previously filed with the SEC that is incorporated or deemed to be incorporated herein by reference to the extent that statements in the later filed document modify or replace such earlier statements.



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We will provide to each person, including any beneficial owner, to whom a prospectus is delivered, without charge upon written or oral request, a copy of any or all of the documents that are incorporated by reference into this prospectus but not delivered with the prospectus, including exhibits which are specifically incorporated by reference into such documents. You may request a copy of these filings at no cost by writing or telephoning us at the following address or telephone number:

FibroGen, Inc.

Attn: Investor Relations

409 Illinois Street

San Francisco, California 94158

Telephone number: (415) 978-1200

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**5,228,750 Shares**

**FibroGen, Inc.**

**Common Stock**

**PROSPECTUS SUPPLEMENT**

***Joint Bookrunning Managers***

**Leerink Partners**

**Stifel**