

FIBROGEN INC
Form 8-K
October 30, 2015

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 28, 2015

FibroGen, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-36740
(Commission

File Number)
FibroGen, Inc.

77-0357827
(IRS Employer
Identification No.)

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409 Illinois Street

San Francisco, CA 94158

(Address of principal executive offices, including zip code)

(415) 978-1200

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Appointment of New Director

On October 28, 2015, upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the Board) of FibroGen, Inc. (the Company), the Board appointed Jeffrey Edwards as a Class II director of the Company and a member of the Audit Committee, effective October 28, 2015.

Mr. Edwards will hold office for the term expiring at the Company's 2016 annual meeting of stockholders. Mr. Edwards will receive compensation as a non-employee director of the Company under the Company's Non-Employee Director Compensation Policy, as amended, filed as Exhibit 10.5 with the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission (the SEC) on March 26, 2015. Under the Non-Employee Director Compensation Policy, Mr. Edwards received two option grants to purchase a total of 19,168 shares of the Company's common stock with an exercise price of \$24.77 per share.

Mr. Edwards and the Company have also entered into the Company's standard Indemnity Agreement, effective October 28, 2015, a form of which is filed as Exhibit 10.26 with the Company's registration statement on Form S-1, as amended, filed with the SEC on October 23, 2014.

A copy of the Company's press release announcing Mr. Edwards's appointment to the Board is attached as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

| No. | Description |
|------|---|
| 99.1 | Press Release titled "FibroGen Appoints Jeffrey Edwards to Board of Directors" dated October 29, 2015 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIBROGEN, INC.

Dated: October 29, 2015

By: /s/ Michael Lowenstein
Michael Lowenstein
Vice President, Legal Affairs

INDEX TO EXHIBITS

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