

Neff Thomas B  
Form 4  
December 22, 2017

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Neff Thomas B

2. Issuer Name and Ticker or Trading Symbol  
FIBROGEN INC [FGEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/20/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O FIBROGEN, INC., 409 ILLINOIS ST.

Chief Executive Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94158

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/20/2017		S		7,071 (1)	D	\$ 43.66 (2)
Common Stock	12/20/2017		S		11,829 (1)	D	\$ 44.39 (3)
Common Stock	12/20/2017		S		418 (1)	D	\$ 43.64 (4)
Common Stock	12/21/2017		M		24,541	A	\$ 3.6
					3,022,934	D	
					3,011,105	D	
					127,932	I	By Family Partnership
					3,035,646	D	

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Common Stock	12/21/2017	M	36,735	A	\$ 2.9	3,072,381	D	
Common Stock	12/21/2017	M	18,724	A	\$ 3.5	3,091,105	D	
Common Stock	12/21/2017	S	9,377 <u>(1)</u>	D	\$ 44.92 <u>(5)</u>	3,081,728	D	
Common Stock	12/21/2017	S	9,523 <u>(1)</u>	D	\$ 45.52 <u>(6)</u>	3,072,205	D	
Common Stock	12/21/2017	S	418 <u>(1)</u>	D	\$ 45.22 <u>(7)</u>	127,514	I	By Family Partnership
Common Stock						20,000	I	By Spouse
Common Stock						60,946	I	See footnote <u>(8)</u>

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.6	12/21/2017		M	24,541	<u>(9)</u>	03/11/2019	Common Stock	24,541
Stock Option (Right to Buy)	\$ 2.9	12/21/2017		M	36,735	<u>(9)</u>	06/09/2020	Common Stock	36,735

Stock Option (Right to Buy)	\$ 3.5	12/21/2017	M	18,724	<u>(9)</u>	06/07/2021	Common Stock	18,724
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neff Thomas B C/O FIBROGEN, INC. 409 ILLINOIS ST. SAN FRANCISCO, CA 94158	X		Chief Executive Officer	

## Signatures

/s/ Dorothy Pacini,  
Attorney-in-fact

12/22/2017

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares sold pursuant to a 10b5-1 plan.
  - (2) The shares were sold at prices ranging from \$43.15 to \$44.10. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (3) The shares were sold at prices ranging from \$44.15 to \$44.65. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (4) The shares were sold at prices ranging from \$43.35 to \$44.35. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (5) The shares were sold at prices ranging from \$44.35 to \$45.325. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (6) The shares were sold at prices ranging from \$45.35 to \$45.85. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (7) The shares were sold at prices ranging from \$45.10 to \$45.40. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (8) The shares are held by BioGrowth Partners, LP. The reporting person is the sole general partner of BioGrowth Partners, LP and has sole voting and dispositive power over the shares held by BioGrowth Partners, LP.
  - (9) Fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.