

Ultragenyx Pharmaceutical Inc.
Form 10-Q/A
December 12, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended June 30, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from _____ to _____.

Commission File No. 001-36276

ULTRAGENYX PHARMACEUTICAL INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-2546083
(I.R.S. Employer
Identification No.)

94949

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60 Leveroni Court
Novato, California
(Address of principal executive offices) (Zip Code)

(415) 483-8800

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

| | |
|----------------------------------|----------------------------------|
| Large accelerated filer | Accelerated filer |
| (Do not check if a smaller | |
| Non-accelerated filer | Smaller reporting company) |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

As of August 3, 2016, the registrant had 39,435,593 shares of common stock issued and outstanding.

EXPLANATORY NOTE

Ultragenyx Pharmaceutical Inc. (the Company) is filing this Amendment No. 1 (the Amendment) to its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2016 (the Form 10-Q) filed with the Securities and Exchange Commission (the SEC) on August 9, 2016, solely to refile Exhibits 10.1 and 10.2 to the Form 10-Q in response to communications with the SEC's staff regarding a request for confidential treatment made by the Company with respect to portions of these exhibits. Certain information that previously was redacted within Exhibits 10.1 and 10.2 as filed with the Form 10-Q has been disclosed in such exhibits as refiled with this Amendment.

This Amendment is an exhibits-only filing solely for the purpose of filing revised versions of Exhibits 10.1 and 10.2. This Amendment does not affect any other parts of, or exhibits to, the Form 10-Q, and those unaffected parts or exhibits are not included in this Amendment. Except as expressly stated in this Amendment, the Form 10-Q continues to speak as of the date of the original filing of the Form 10-Q, and the Company has not updated the disclosure contained in this Amendment to reflect events that have occurred since the filing of the Form 10-Q. Accordingly, this Amendment must be read in conjunction with the Company's other filings made with the SEC subsequent to the filing of the Form 10-Q, including amendments to those filings, if any.

PART II – OTHER INFORMATION

Item 6. EXHIBITS

| Exhibit Number | Exhibit Description | Incorporated by Reference | | Number | Furnished or Filed Herewith |
|----------------|---|---------------------------|----------|---------|-----------------------------|
| | | Form | Date | | |
| 3.1 | Amended and Restated Certificate of Incorporation of Ultragenyx Pharmaceutical Inc. | 8-K | 2/5/2014 | 3.1 | |
| 3.2 | Ultragenyx Pharmaceutical Inc. Amended and Restated Bylaws | 8-K | 2/5/2014 | 3.2 | |
| 10.1† | License and Collaboration Agreement by and between Takeda Pharmaceutical Company Limited and Ultragenyx Pharmaceutical Inc., dated June 6, 2016 | | | | X |
| 10.2† | Common Stock Purchase Agreement between Ultragenyx Pharmaceutical Inc. and Takeda Pharmaceutical Company Limited, dated as of June 6, 2016 | | | | X |
| 10.3# | Offer letter, dated as of April 26, 2016, between the Registrant and Karah Parschauer | 10-Q | 8/9/2016 | 10.3 | |
| 10.4 | Sales Agreement, dated as of July 1, 2016, between Ultragenyx Pharmaceutical Inc. and Cowen and Company, LLC | 8-K | 7/5/2016 | 1.1 | |
| 31.1 | Certification of Principal Executive Officer Required Under Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended | | | | X |
| 31.2 | Certification of Principal Financial Officer Required Under Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended | | | | X |
| 32.1 | Certification of Principal Executive Officer and Principal Financial Officer Required Under Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. 1350 | 10-Q | 8/9/2016 | 32.1 | |
| 101.INS | XBRL Instance Document | 10-Q | 8/9/2016 | 101.INS | |
| 101.SCH | XBRL Taxonomy Extension Schema Document | 10-Q | 8/9/2016 | 101.SCH | |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document | 10-Q | 8/9/2016 | 101.CAL | |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document | 10-Q | 8/9/2016 | 101.DEF | |
| 101.LAB | XBRL Taxonomy Extension Labels Linkbase Document | 10-Q | 8/9/2016 | 101.LAB | |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document | 10-Q | 8/9/2016 | 101.PRE | |

† Portions of this exhibit (indicated by asterisks) have been omitted pursuant to a request for confidential treatment, and this exhibit has been filed separately with the SEC.

Indicates management contract or compensatory plan

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 thereunto duly authorized.

ULTRAGENYX PHARMACEUTICAL INC.

Date:

December

9, 2016 By: /s/ Shalini Sharp

Shalini Sharp

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)