

NEKTAR THERAPEUTICS

Form 4

February 07, 2014

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

OMB APPROVAL

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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 SECURITIESFiled 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 *
Medve Robert2. Issuer Name and Ticker or Trading Symbol
NEKTAR THERAPEUTICS
[NKTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
455 MISSION BAY BOULEVARD
SOUTH3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2014☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
SVP & Chief Medical Officer(Street)
SAN FRANCISCO, CA 94158

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

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

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

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(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|----|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|----|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|------------------------|---|-------------------------|--------------------|--|------------------|------------------|---------------------|--------------------|-----------------|-------------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 12.43 | 02/05/2014 | A | | 12,500 | | <u>(1)</u> | 02/04/2022 | Common Stock | 12,500 |
| Stock Option | \$ 12.43 | 02/05/2014 | A | V | 12,500 | | <u>(2)</u> | 02/04/2022 | Common Stock | 12,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Medve Robert 455 MISSION BAY BOULEVARD SOUTH SAN FRANCISCO, CA 94158 | SVP & Chief Medical Officer |

Signatures

Gil M. Labrucherie,
Attorney-in-Fact

02/07/2014

__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) This option was granted on February 5, 2014 and vests in monthly installments over the four-year period following the grant date.

This stock option is subject to both time-based vesting and performance-based vesting conditions, both of which must be met before the shares subject to the option become vested and exercisable. The time-based vesting is on a monthly pro-rata basis over a period of four (4) years from the grant date (February 5, 2014). The performance-based vesting condition will be met only if Nektar (or a licensee) files,

(2) within five years following the grant date, a new drug registration with the FDA or the European Medicines Agency for a significant drug candidate program (avg. royalty >7.5%) including, without limitation, the following: (1) etirinotecan pegol; (2) NKTR-061/Amikacin Inhale; (3) BAX-855 (a longer-acting (PEGylated) form of a full-length recombinant factor VIII (rFVIII) protein; or (4) dry powder inhaled ciprofloxacin.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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