

Zosano Pharma Corp
 Form 3
 January 26, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>^ Strange Alexander Ramsay</p> <p>(Last) (First) (Middle)</p> <p>C/O ZOSANO PHARMA CORPORATION, ^ 34970 ARDENTECH COURT</p> <p>(Street)</p> <p>FREMONT, ^ CA ^ 94555</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/26/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Zosano Pharma Corp [ZSAN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>VP, Strategy & Corp. Develop.</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|---|-------|------------|-----------------|--------|---------|----------------------------------|---|
| Employee Stock Option (right to buy) | Â (1) | 07/25/2022 | Common Stock | 6,528 | \$ 1.4 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 12/11/2022 | Common Stock | 12,278 | \$ 1.4 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 02/15/2023 | Common Stock | 6,193 | \$ 1.4 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 07/12/2023 | Common Stock | 2,500 | \$ 1.4 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 04/15/2024 | Common Stock | 3,750 | \$ 1.28 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Strange Alexander Ramsay C/O ZOSANO PHARMA CORPORATION 34970 ARDENTECH COURT FREMONT, CA 94555 | Â | Â | Â VP, Strategy & Corp. Develop. | Â |

Signatures

/s/ Robert W. Sweet, Jr., Attorney-in-Fact for Alexander R.
Strange

01/26/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The option became exercisable as to 1,632 shares on July 25, 2013 and thereafter becomes exercisable for the remaining underlying shares in equal monthly installments over three years.
- (2) The option became exercisable as to 3,069 shares on December 11, 2013 and thereafter becomes exercisable for the remaining underlying shares in equal monthly installments over three years.
- (3) The option became exercisable as to 1,548 shares on February 15, 2014 and thereafter becomes exercisable for the remaining underlying shares in equal monthly installments over three years.
- (4) The option became exercisable as to 625 shares on July 12, 2014 and thereafter becomes exercisable for the remaining underlying shares in equal monthly installments over three years.
- (5) 25% of the total shares shall vest on April 15, 2015 and the remainder of the total shares shall vest in equal monthly installments over the next three years.

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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