

Gardiner Nathaniel S.
Form 4
February 13, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gardiner Nathaniel S.

2. Issuer Name **and** Ticker or Trading
Symbol
ENANTA PHARMACEUTICALS
INC [ENTA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. VP & General Counsel

C/O ENANTA
PHARMACEUTICALS, INC., 500
ARSENAL STREET

(Street)

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

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

WATERTOWN, MA 02472

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/12/2019		A	Amount (1) 4,000	(A) or (D) A \$ 0	21,827	D
Common Stock	02/12/2019		A	Amount (2) 10,000	(A) or (D) A \$ 0	31,827	D
Common Stock	02/12/2019		F	Amount (3) 4,579	(A) or (D) D \$ 88.88	27,248	D
Common Stock	02/13/2019		S(4)	Amount (5) 3,270	(A) or (D) D \$ 95.279	23,978	D

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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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gardiner Nathaniel S.
C/O ENANTA PHARMACEUTICALS, INC.
500 ARSENAL STREET
WATERTOWN, MA 02472

Sr. VP & General Counsel

Signatures

/s/ Nathaniel S.
Gardiner 02/13/2019

__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).

- Represents shares of Enanta common stock issued under a performance share unit ("PSU") award granted on January 4, 2017 that vested
- (1) as a result of the achievement of a clinical development milestone in calendar 2018 as determined by the Compensation Committee of Enanta's Board of Directors, and then settled with the issuance of the shares of Enanta common stock on February 12, 2019.
 - (2) Represents shares of Enanta common stock issued under a relative total stockholder return unit ("rTSRU") award granted to the reporting person on January 4, 2017 that was subject to performance-vesting restrictions based on the relative total stockholder return of Enanta's common stock in relation to the total stockholder return of the component companies in the Nasdaq Biotech Index over a two-year period. The performance level was determined by the Compensation Committee of Enanta's Board of Directors and the rTSRU settled with the

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issuance of the shares of Enanta common stock on February 12, 2019.

- (3) Represents the number of shares of common stock automatically forfeited by the reporting person to cover withholding taxes due as a result of settlement of the PSU and rTSRU awards.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in August 2018.
- (5) The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$95.00 to \$95.76, inclusive.

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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