

Schall Thomas J.
Form 4
January 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
Schall Thomas J.

2. Issuer Name and Ticker or Trading Symbol
ChemoCentryx, Inc. [CCXI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CHEMOCENTRYX, INC., 850 MAUDE AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2018

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

(Street)
MOUNTAIN VIEW, CA 94043

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) | Price | | |
| Common Stock | 01/01/2018 | | M ⁽¹⁾ | 33,333 | A \$ 0 | 2,188,378 | D |
| Common Stock | 01/01/2018 | | M ⁽²⁾ | 33,333 | A \$ 0 | 2,221,711 | D |
| Common Stock | 01/01/2018 | | F | 36,717 ⁽³⁾ | D \$ 5.95 | 2,184,994 | D |

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

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number.

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (4) | 01/01/2018 | | M | 33,333 | (5) (5) | Common Stock | 33,333 |
| Restricted Stock Units | (4) | 01/01/2018 | | M | 33,333 | (6) (6) | Common Stock | 33,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schall Thomas J. C/O CHEMOCENTRYX, INC. 850 MAUDE AVENUE MOUNTAIN VIEW, CA 94043 | X | | President and CEO | |

Signatures

/s/ Susan M. Kanaya, as Attorney-in-Fact 01/03/2018

**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 were acquired upon vesting of restricted stock units awarded on March 7, 2016.
- (2) Shares were acquired upon vesting of restricted stock units awarded on February 28, 2017.
- (3) Represents shares withheld upon vesting of restricted stock units to satisfy tax withholding obligation.
- (4) Each restricted stock unit represents a contingent right to receive one share of CCXI common stock.

The restricted stock units awarded on March 7, 2016, vest in three equal installments on January 1, 2017, January 1, 2018, and January 1, 2019, subject to the Reporting Person's continued service to the Company on such date. Shares will be delivered to the Reporting Person within thirty (30) days following the vesting date.

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- The restricted stock units awarded on February 28, 2017, vest in three equal installments on January 1, 2018, January 1, 2019, and
- (6) January 1, 2020, subject to the Reporting Person's continued service to the Company on such date. Shares will be delivered to the Reporting Person within thirty (30) days following the vesting date.

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.