

WALKER JOHN PETER  
Form 4  
June 01, 2018

**FORM 4**

UNITED 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 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 \*  
WALKER JOHN PETER

(Last) (First) (Middle)

C/O ZOSANO PHARMA CORPORATION, 34790 ARDENTECH COURT

(Street)

FREMONT, CA 94555

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Zosano Pharma Corp [ZSAN]

3. Date of Earliest Transaction (Month/Day/Year)  
05/31/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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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SEC 1474 (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 |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|

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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 Number Shares |
| Employee Stock Option (right to buy) | \$ 4.24                                  | 05/31/2018 <sup>(1)</sup> | A               |                                                                 | 300,000          |                  | <sup>(2)</sup>   | 04/16/2028      | Common Stock | 300,000              |
| Employee Stock Option (right to buy) | \$ 4.27                                  | 05/31/2018 <sup>(3)</sup> | A               |                                                                 | 100,000          |                  | <sup>(4)</sup>   | 05/17/2028      | Common Stock | 100,000              |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |                   |       |
|--------------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                                  | Director      | 10% Owner | Officer           | Other |
| WALKER JOHN PETER<br>C/O ZOSANO PHARMA CORPORATION<br>34790 ARDENTECH COURT<br>FREMONT, CA 94555 | X             |           | President and CEO |       |

## Signatures

/s/ Jeffrey L. Quillen, attorney-in-fact 06/01/2018

\_\_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) The option grant was approved by the compensation committee of the Company's board of directors on April 16, 2018, subject to stockholder approval of an amendment to the stock option plan under which the option was granted. The Company's stockholders approved the plan amendment on May 31, 2018.
- (2) The shares underlying the stock option vest in equal monthly installments over a four-year period, beginning on May 16, 2018, so that all shares shall have vested on April 16, 2022.
- (3) The option grant was approved by the compensation committee of the Company's board of directors on May 17, 2018, subject to stockholder approval of an amendment to the stock option plan under which the option was granted. The Company's stockholders approved the plan amendment on May 31, 2018.
- (4) The shares underlying the stock option vest in equal monthly installments over a four-year period, beginning on June 17, 2018, so that all shares shall have vested on May 17, 2022.

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.