

ACHAOGEN INC

Reported by
HILLAN KENNETH J.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/15/18 for the Period Ending 02/08/18

Address	7000 SHORELINE COURT SUITE 371 SOUTH SAN FRANCISCO, CA, 94080
Telephone	650-800-3636
CIK	0001301501
Symbol	AKAO
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Hillan Kenneth J.		Achaogen Inc [AKAO]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) See Remarks	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O ACHAOGEN, INC., 1 TOWER PLACE, SUITE 300		2/8/2018			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SOUTH SAN FRANCISCO, CA 94080				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/8/2018		A		17100 (1)	A	\$0.00	112251 (2)	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$10.64	2/8/2018		A		80000		(3)	2/8/2028	Common Stock	80000	\$0.00	80000	D	

Explanation of Responses:

- (1) Grant of Restricted Stock Units ("RSUs"). The reporting person is entitled to one (1) share of Common Stock for each one (1) RSU upon the vesting thereof.
- (2) Includes 78,600 RSUs.
- (3) The shares subject to the option vest in 48 successive, equal monthly installments on each monthly anniversary of February 8, 2018, subject to the reporting person's continued employment or service relationship with the Issuer on each such vesting date.

Remarks:

President of Achaogen and President of R&D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hillan Kenneth J. C/O ACHAOGEN, INC. 1 TOWER PLACE, SUITE 300 SOUTH SAN FRANCISCO, CA 94080	X		See Remarks	

Signatures

/s/ Gary Loeb, Attorney-in-fact for Kenneth Hillan

5/15/2018

**Signature of Reporting Person

Date

* 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).

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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