

# ACHAOGEN INC

Reported by  
**SWEM LEE**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/15/18 for the Period Ending 09/25/17

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

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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)		
Swem Lee			Achaogen Inc [ AKAO ]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Scientific Officer</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O ACHAOGEN, INC., 1 TOWER PLACE, SUITE 300			9/25/2017					
(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	9/25/2017		S	(1)	900	D	\$15.99	35919	D	
Common Stock	2/8/2018		A		7730	(2)	\$0.00	43649 (3)	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		36000		(4)	2/8/2028	Common Stock	36000	\$0.00	36000	D	

### Explanation of Responses:

- The shares were sold solely to satisfy tax or other government withholding obligations in connection with the vesting of Restricted Stock Units of the Issuer.
- 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.
- Includes 24,485 Restricted Stock Units.
- 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.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Swem Lee C/O ACHAOGEN, INC. 1 TOWER PLACE, SUITE 300 SOUTH SAN FRANCISCO, CA 94080			Chief Scientific Officer	

### Signatures

/s/ Gary Loeb, Attorney-in-fact for Lee Swem

5/15/2018

\*\*Signature of Reporting Person

Date

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

\* 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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