

KITE PHARMA, INC.
Reported by
NUSSBAUM RAN

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/11/17 for the Period Ending 05/09/17

Address	2225 COLORADO AVENUE SANTA MONICA, CA 90404
Telephone	(310) 824-9999
CIK	0001510580
Symbol	KITE
SIC Code	2836 - Biological Products, Except Diagnostic Substances
Industry	Biotechnology & Medical Research
Sector	Healthcare

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

1. Name and Address of Reporting Person * Nussbaum Ran (Last) (First) (Middle) C/O KITE PHARMA, INC., 2225 COLORADO AVENUE (Street) SANTA MONICA, CA 90404 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Kite Pharma, Inc. [KITE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/9/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	5/9/2017		P		3520	A	\$69.17	(1)	3520	I	See footnotes (2)(3)
Common Stock	5/9/2017		P		2651	A	\$69.17	(1)	2651	I	See footnotes (3)(4)
Common Stock	5/9/2017		P		1029	A	\$69.17	(1)	1029	I	See footnotes (3)(5)
Common Stock	5/9/2017		P		2632	A	\$68.94	(6)	2632	I	See footnotes (7)
Common Stock									1950	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				

Explanation of Responses:

- (1) The 7,200 shares acquired by the Pontifax entities were purchased in a block trade consisting of multiple transactions at prices ranging from \$69.11 to 69.20, inclusive. The price reported in Column 4 is a weighted average price. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth above.
- (2) The securities are held in the name of Pontifax (Cayman) II L.P.
- (3) The reporting person is a director of Pontifax Management 2 G.P. (2007) Ltd., which is the general partner of Pontifax Management II L.P., which is the general partner of Pontifax (Cayman) II, L.P., Pontifax (Israel) II, L.P. and Pontifax (Israel) II - Individual Investors, L.P.
- (4) The securities are held in the name of Pontifax (Israel) II, L.P.
- (5) The securities are held in the name of Pontifax (Israel) II - Individual Investors L.P.
- (6) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$68.47 to \$68.94, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth above.
- (7) The shares are held in the name of Magna 100 Ltd., of which the reporting person is President and Sultan.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nussbaum Ran C/O KITE PHARMA, INC. 2225 COLORADO AVENUE SANTA MONICA, CA 90404	X			

Signatures

/s/ David M. Tanen, Attorney-in-Fact

5/11/2017

**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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