

ZELTIQ AESTHETICS INC

Reported by
HARRISON DANIKA R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/15/17 for the Period Ending 03/14/17

Address	4410 ROSEWOOD DRIVE Pleasanton, CA 94588
Telephone	(925) 474-2500
CIK	0001415336
Symbol	ZLTQ
SIC Code	3845 - Electromedical and Electrotherapeutic Apparatus
Industry	Advanced Medical Equipment & Technology
Sector	Healthcare
Fiscal Year	12/31

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 * Harrison Danika R (Last) (First) (Middle) C/O ZELTIQ AESTHETICS, INC., 4410 ROSEWOOD DRIVE (Street) PLEASANTON, CA 94588 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Zeltiq Aesthetics Inc [ZLTQ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) SVP of Global Marketing
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/14/2017</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	3/14/2017		F		217	(1)	D	\$55.63	27690	D
Common Stock	3/14/2017		F		367	(2)	D	\$55.63	27323	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:

- (Represents the number of shares withheld by and surrendered to the Issuer on March 14, 2017, to satisfy tax withholding obligations that arose in connection with the vesting of the Restricted Stock Units (the "RSUs") granted on March 26, 2015 for 2,284 shares. The RSUs vest in four equal annual installments from March 14, 2015, subject to the Reporting Person's continued service to the Issuer.
- 1) with the vesting of the Restricted Stock Units (the "RSUs") granted on March 26, 2015 for 2,284 shares. The RSUs vest in four equal annual installments from March 14, 2015, subject to the Reporting Person's continued service to the Issuer.
- (Represents the number of shares withheld by and surrendered to the Issuer on March 14, 2017, to satisfy tax withholding obligations that arose in connection with the vesting of the RSUs granted on May 25, 2016 for 3,992 shares. The RSUs vest in four equal annual installments from March 14, 2016, subject to the Reporting Person's continued service to the Issuer.
- 2) with the vesting of the RSUs granted on May 25, 2016 for 3,992 shares. The RSUs vest in four equal annual installments from March 14, 2016, subject to the Reporting Person's continued service to the Issuer.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harrison Danika R C/O ZELTIQ AESTHETICS, INC. 4410 ROSEWOOD DRIVE PLEASANTON, CA 94588			SVP of Global Marketing	

Signatures

/s/ Daniel Gorback, Attorney-in-Fact

3/15/2017

**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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