

# **CHEMOCENTRYX, INC.**

Reported by  
**SCHALL THOMAS J.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/02/17 for the Period Ending 02/28/17

Address	850 MAUDE AVENUE MOUNTAIN VIEW, CA 94043
Telephone	650-210-2900
CIK	0001340652
Symbol	CCXI
SIC Code	2834 - Pharmaceutical Preparations
Industry	Pharmaceuticals
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Schall Thomas J.</b>			<b>ChemoCentryx, Inc. [ CCXI ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President and CEO</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O CHEMOCENTRYX, INC., 850 MAUDE AVENUE</b>			<b>2/28/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>MOUNTAIN VIEW, CA 94043</b>						<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			

**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				
<b>Stock Option (right to buy)</b>	<b>\$6.62</b>	<b>2/28/2017</b>		<b>A</b>		<b>280000</b>		<b>(1)</b>	<b>2/28/2027</b>	<b>Common Stock</b>	<b>280000</b>	<b>(2)</b>	<b>280000</b>	<b>D</b>	
<b>Restricted Stock Units</b>	<b>(3)</b>	<b>2/28/2017</b>		<b>A</b>		<b>100000</b>		<b>(4)</b>	<b>(4)</b>	<b>Common Stock</b>	<b>100000</b>	<b>(2)</b>	<b>100000</b>	<b>D</b>	

**Explanation of Responses:**

- ( ) The option was granted on February 28, 2017. 25% of the total number of shares of common stock subject to the option will vest on January 1, 2018, and
- 1) 1/48th of the total number of shares of common stock subject to the option will vest monthly thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.
- ( ) Not applicable.
- 2) Not applicable.
- ( ) Each restricted stock unit represents a contingent right to receive one share of CCXI common stock.
- 3) Each restricted stock unit represents a contingent right to receive one share of CCXI common stock.
- ( ) The restricted stock units vest in three equal installments on January 1, 2018, January 1, 2019, and January 1, 2020, subject to the Reporting Person's
- 4) continued employment or service relationship with the Issuer through each such vesting date. Vested shares will be delivered to the Reporting Person within thirty (30) days following the vesting date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Schall Thomas J. C/O CHEMOCENTRYX, INC. 850 MAUDE AVENUE MOUNTAIN VIEW, CA 94043</b>	<b>X</b>		<b>President and CEO</b>	

**Signatures**

/s/ Susan M. Kanaya, as Attorney-in-Fact

3/2/2017

\*\* 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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