

# NEKTAR THERAPEUTICS

Reported by  
**NICHOLSON JOHN**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/06/17 for the Period Ending 02/02/17

Address	455 MISSION BAY BOULEVARD SOUTH SAN FRANCISCO, CA 94158
Telephone	4154825300
CIK	0000906709
Symbol	NKTR
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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[ ] 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>Nicholson John</b>		<b>NEKTAR THERAPEUTICS [ NKTR ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP &amp; Chief Operating Officer</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>C/O NEKTAR THERAPEUTICS, 455 MISSION BAY BOULEVARD SOUTH</b>		<b>2/2/2017</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>SAN FRANCISCO, CA 94158</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				
Common Stock	2/2/2017		M	(1)	66495	(1)	A	\$4.65	206821	D	
Common Stock	2/2/2017		S	(1)	66495	(1)	D	\$12.38 (2)	140326	D	
Common Stock	2/3/2017		M	(1)	8505	(1)	A	\$4.65	148831	D	
Common Stock	2/3/2017		S	(1)	8505	(1)	D	\$12.48 (3)	140326	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				
Employee Stock Option (right to buy)	\$4.65	2/2/2017		M	(1)	66495	(4)	2/22/2017	2/22/2017	Common Stock	66495	\$0.00	53505	D	
Employee Stock Option (right to buy)	\$4.65	2/3/2017		M	(1)	8505	(4)	2/22/2017	2/22/2017	Common Stock	8505	\$0.00	45000	D	

### Explanation of Responses:

- The Reporting Person exercised and sold a portion of the Shares of common stock subject to this stock option that expires on February 22, 2017, with the objective of using substantially all of the proceeds to cover the exercise price of the entire stock option and applicable withholding taxes.
- This price reflects the weighted average sale price for open-market sales of Shares made by the Reporting Person on February 2, 2017. The actual prices for these transactions range from \$12.20 to \$12.45, inclusive. The Reporting Person further undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of Shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.
- This price reflects the weighted average sale price for open-market sales of Shares made by the Reporting Person on February 3, 2017. The actual prices for these transactions range from \$12.45 to \$12.51, inclusive.
- This stock option became fully vested on February 23, 2013 and will expire on February 22, 2017 if not exercised.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Nicholson John</b>				

C/O NEKTAR THERAPEUTICS  
455 MISSION BAY BOULEVARD SOUTH  
SAN FRANCISCO, CA 94158

SVP & Chief Operating Officer

**Signatures**

**Mark A. Wilson, Attorney-in-Fact**

**2/6/2017**

      
\*\*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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