

Sharp Shalini
Form 4/A
April 17, 2019

FORM 4

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

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sharp Shalini

2. Issuer Name **and** Ticker or Trading
Symbol
Ultragenyx Pharmaceutical Inc.
[RARE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ULTRAGENYX
PHARMACEUTICAL INC., 60
LEVERONI COURT

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
CFO & Executive Vice President

(Street)

NOVATO, CA 94949

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/04/2019

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
Common Stock	03/01/2019		A	(A) or (D) Amount 8,000 (1)	\$ 0	70,137 (2) (3)	D
Common Stock	03/05/2019		S	(4) 1,012	\$ 65.52	69,125	D

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

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 67.55	03/01/2019		A	23,000	⁽⁵⁾ 03/01/2029	Common Stock	23,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sharp Shalini C/O ULTRAGENYX PHARMACEUTICAL INC. 60 LEVERONI COURT NOVATO, CA 94949	CFO & Executive Vice President

Signatures

/s/ Ruben A. Garcia,
attorney-in-fact

04/17/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Award of Restricted Stock Units ("RSUs") under the Company's 2014 Incentive Plan. The RSUs shall vest with respect to 1/4th of the underlying shares on each anniversary of the grant date, such that the RSUs are fully vested on the fourth anniversary of the grant date.
- (2) Includes previously reported shares of common stock underlying RSUs granted to the Reporting Person, which are subject to certain vesting conditions.
- (3) Includes 9 shares acquired under the Company's 2014 Employee Stock Purchase Plan.
- (4) Represents shares sold to pay required tax withholdings due to the vesting of Restricted Stock Units.
- (5) On the first anniversary of the grant date of the option (the "Option Anniversary Date"), 1/4th of the shares initially subject to the option shall vest; thereafter, 1/48th of the shares initially subject to the option shall vest on each month as measured from the Option Anniversary Date.

Remarks:

This amendment is filed to change the transaction date, transaction code, share amounts, and sale price reported in the second

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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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