

Or Yat Sun
Form 4
February 13, 2019

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Or Yat Sun

2. Issuer Name and Ticker or Trading Symbol
ENANTA PHARMACEUTICALS
INC [ENTA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP & CSO

(Last) (First) (Middle)

C/O ENANTA
PHARMACEUTICALS, INC., 500
ARSENAL STREET

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2019

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WATERTOWN, MA 02472

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/11/2019 | | M | | 10,249 | A | \$ 11.77 |
| Common Stock | 02/11/2019 | | M | | 6,956 | A | \$ 14 |
| Common Stock | 02/11/2019 | | M | | 8,772 | A | \$ 14.18 |
| Common Stock | 02/11/2019 | | S ⁽¹⁾ | | 5,835 | D | \$ 88.6583 |
| | | | | | | | <u>(2)</u> |

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| | | | | | | | |
|--------------|------------|------------------|---------------|---|-------------------|---------|---|
| Common Stock | 02/11/2019 | S ⁽¹⁾ | 18,971 | D | \$ 89.4986 (3) | 311,091 | D |
| Common Stock | 02/11/2019 | S ⁽¹⁾ | 2,707 | D | \$ 90.1131 (4) | 308,384 | D |
| Common Stock | 02/11/2019 | S ⁽¹⁾ | 171 | D | \$ 91.238 (5) | 308,213 | D |
| Common Stock | 02/12/2019 | S ⁽¹⁾ | 6,297 | D | \$ 90.0704 (6) | 301,916 | D |
| Common Stock | 02/12/2019 | A | 4,500 (7) | A | \$ 0 | 306,416 | D |
| Common Stock | 02/12/2019 | A | 11,250 (8) | A | \$ 0 | 317,666 | D |
| Common Stock | 02/12/2019 | F | 6,993 (9) | D | \$ 88.88 | 310,673 | D |

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

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(9-02)

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) | \$ 11.77 | 02/11/2019 | | M | 10,249 | (10) 06/20/2022 | Common Stock | 10,249 |
| Stock Option (Right to Buy) | \$ 14 | 02/11/2019 | | M | 6,956 | (11) 03/20/2023 | Common Stock | 6,956 |

| | | | | | | | | |
|--------------------------------------|----------|------------|---|-------|-------------|------------|-----------------|-------|
| Stock Option (Right to Buy) | \$ 14.18 | 02/11/2019 | M | 8,772 | <u>(10)</u> | 12/26/2022 | Common Stock | 8,772 |
|--------------------------------------|----------|------------|---|-------|-------------|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Or Yat Sun C/O ENANTA PHARMACEUTICALS, INC. 500 ARSENAL STREET WATERTOWN, MA 02472 | | | Sr. VP & CSO | |

Signatures

| | |
|--|------------|
| /s/ Nathaniel S. Gardiner as attorney-in-fact | 02/13/2019 |
|--|------------|

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 23, 2016
 - (2) The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$88.08 to \$88.99, inclusive.
 - (3) The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$89.00 to \$89.99, inclusive.
 - (4) The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$90.00 to \$90.785, inclusive.
 - (5) The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$91.16 to \$91.35, inclusive.
 - (6) The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$90.00 to \$90.13, inclusive.
 - (7) Represents shares of Enanta common stock issued under a performance share unit ("PSU") award granted on January 4, 2017 that vested as a result of the achievement of a clinical development milestone in calendar 2018 as determined by the Compensation Committee of Enanta's Board of Directors, and then settled with the issuance of the shares of Enanta common stock on February 12, 2019.
 - (8) Represents shares of Enanta common stock issued under a relative total stockholder return unit ("rTSRU") award granted to the reporting person on January 4, 2017 that was subject to performance-vesting restrictions based on the relative total stockholder return of Enanta's common stock in relation to the total stockholder return of the component companies in the Nasdaq Biotech Index over a two-year period. The performance level was determined by the Compensation Committee of Enanta's Board of Directors and the rTSRU settled with the issuance of the shares of Enanta common stock on February 12, 2019.
 - (9) Represents the number of shares of common stock automatically forfeited by the reporting person to cover withholding taxes due as a result of settlement of the PSU and rTSRU awards.
 - (10) 100% of the shares subject to the option are fully vested and exercisable.
 - (11) The option, representing a right to purchase 41,763 shares of common stock, became or will become exercisable in up to nine installments, six of which are installments of 8.33% of the shares and three of which are installments of 16.67% of the shares, based on Enanta's achievement of certain clinical milestones with respect to three or more programs that progress to clinical development. As of

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the date of this filing, a total of 50% of the shares subject to the option have become exercisable.

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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