

AUERBACH ALAN H

Form 4

February 13, 2018

**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

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
AUERBACH ALAN H

2. Issuer Name **and** Ticker or Trading  
Symbol  
PUMA BIOTECHNOLOGY, INC.  
[PBYI]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/11/2018

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

PRESIDENT AND CEO

C/O PUMA BIOTECHNOLOGY,  
INC., 10880 WILSHIRE BLVD.,  
SUITE 2150

(Street)

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

LOS ANGELES, CA 90024

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| COMMON<br>STOCK                       | 02/11/2018                              |                                                             | A                                    | (A)<br>or<br>(D)<br>Amount<br>35,650<br>(1)<br>Price<br>\$ 0               | 4,191,581                                                                                                          | D                                                                    |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
| STOCK<br>OPTION<br>(RIGHT<br>TO<br>BUY)             | \$ 60.85                                                           | 02/11/2018                              |                                                             | A                                    | 56,940                                                                                                       | (2) 02/10/2028                                                 | COMMON<br>STOCK                                                     | 56,940                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships |           |                      |       |
|--------------------------------------------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                                                              | Director      | 10% Owner | Officer              | Other |
| AUERBACH ALAN H<br>C/O PUMA BIOTECHNOLOGY, INC.<br>10880 WILSHIRE BLVD., SUITE 2150<br>LOS ANGELES, CA 90024 | X             | X         | PRESIDENT<br>AND CEO |       |

## Signatures

/s/ Alan H.  
Auerbach 02/13/2018

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) Represents Restricted Stock Units which vest (i) with respect to one-third (1/3rd) of the shares subject thereto on the first anniversary of the vesting commencement date of January 1, 2018 ("Vesting Commencement Date"), and (ii) with respect to an additional 1/36th of the shares subject thereto on each monthly anniversary of the Vesting Commencement Date thereafter, subject to the Reporting Person's continued service with the Issuer through the applicable vesting date.
- (2) The vesting commencement date of the option is January 1, 2018 ("Vesting Commencement Date"). The option vests (i) with respect to one-third (1/3rd) of the shares subject thereto on the first anniversary of the Vesting Commencement Date and (ii) with respect to 1/36th of the shares subject thereto on each monthly anniversary of the Vesting Commencement Date thereafter, subject to the Reporting Person's continued service with the Issuer through the applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.