

Dermira, Inc.
Form 4
February 22, 2017

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 *
Griffith Christopher M.

(Last) (First) (Middle)
C/O DERMIRA, INC., 275
MIDDLEFIELD ROAD, SUITE 150
(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Dermira, Inc. [DERM]

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
SVP Head Corp. Dev. & Strategy

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

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)
				(A) or (D) Price			
Common Stock					45,113 ⁽¹⁾	D	

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

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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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to buy)	\$ 33.84	02/17/2017		A		<u>(2)</u>	02/16/2027	Common Stock	18,750
Employee Stock Options (Right to buy)	\$ 33.84	02/17/2017		A		<u>(3)</u>	02/16/2027	Common Stock	8,000
Restricted Stock Unit	<u>(4)</u>	02/17/2017		A		<u>(5)</u>	<u>(4)</u>	Common Stock	3,125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Griffith Christopher M. C/O DERMIRA, INC. 275 MIDDLEFIELD ROAD, SUITE 150 MENLO PARK, CA 94025			SVP Head Corp. Dev. & Strategy	

Signatures

/s/ Christine Ring, by power of attorney
02/22/2017

__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) These shares include prior ESPP purchases.
- (2) The stock option vests and becomes exercisable as to 1/48th of the shares in equal monthly installments with the first 1/48th of the shares vesting on February 1, 2017, subject to the continuing employment of the Reporting person on the applicable vesting date.
- (3) The stock option vests and becomes exercisable as to 1/48th of the shares in equal monthly installments with the first 1/48th of the shares vesting on March 1, 2017, subject to the continuing employment of the Reporting person on the applicable vesting date.
- (4) Each RSU represents a contingent right to receive one share of DERM common stock.

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- (5) Vests as to 10% of the shares on August 15, 2017, 30% on August 15, 2018, 30% on August 15, 2019, 30% on August 15, 2020, subject to the continuing employment of the Reporting Person on each 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.

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