

GLAXOSMITHKLINE PLC

Form 3

September 13, 2018

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

GLAXOSMITHKLINE PLC

(Last)

(First)

(Middle)

980 GREAT WEST ROAD

(Street)

BRENTFORD

MIDDLESEX, X0 TW8 9GS

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/13/2018

3. Issuer Name and Ticker or Trading Symbol

Principia Biopharma Inc. [PRNB]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner

____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

____X____ Form filed by One Reporting
Person____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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Series A Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,070,771	\$ <u>(1)</u>	I	See footnote <u>(7)</u>
Series B-1 Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	312,741	\$ <u>(2)</u>	I	See footnote <u>(7)</u>
Series B-2 Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	260,617	\$ <u>(3)</u>	I	See footnote <u>(7)</u>
Series B-3 Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	544,047	\$ <u>(4)</u>	I	See footnote <u>(7)</u>
Series C Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	167,537	\$ <u>(5)</u>	I	See footnote <u>(7)</u>
Stock Purchase Warrant (Right to Buy)	08/01/2016	12/29/2022	Common Stock	28,623 <u>(6)</u>	\$ 8.99	I	See footnote <u>(7)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLAXOSMITHKLINE PLC 980 GREAT WEST ROAD BRENTFORD MIDDLESEX,Â X0Â TW8 9GS	Â	Â X	Â	Â

Signatures

/s/ Simon Dingemans, Chief Financial Officer
GlaxoSmithKline plc

09/13/2018

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 Series A Preferred Stock is convertible into Common Stock on a 9.0839-for-one basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(2) The Series B-1 Preferred Stock is convertible into Common Stock on a 9.0839-for-one basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(3) The Series B-2 Preferred Stock is convertible into Common Stock on a 9.0839-for-one basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(4) The Series B-3 Preferred Stock is convertible into Common Stock on a 9.0839-for-one basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(5) The Series C Preferred Stock is convertible into Common Stock on an 9.0839-for-one basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(6) The warrant is currently exercisable, with an expiration date of December 29, 2022, and an exercise price of \$8.99 per share.

(7)

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The shares reported herein are held of record by S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (the "Reporting Person").

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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