

Novartis Bioventures Ltd
 Form 4
 April 10, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Novartis Bioventures Ltd

2. Issuer Name and Ticker or Trading Symbol
 Aerpio Pharmaceuticals, Inc.
 [ARPO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/08/2019

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O NOVARTIS INTERNATIONAL AG, WSJ-200.220

(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
 ___X___ Form filed by More than One Reporting Person

BASEL, V8 CH-4002

(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 | 04/08/2019 | | S | | 27,525 | D | \$ 1.02 <u>(1)</u> |
| | | | | | | | 5,093,022 |
| | | | | | | | I |
| | | | | | | | See Footnote <u>(4)</u> |
| Common Stock | 04/09/2019 | | S | | 32,991 | D | \$ 1.01 <u>(2)</u> |
| | | | | | | | 5,060,031 |
| | | | | | | | I |
| | | | | | | | See Footnote <u>(4)</u> |
| Common Stock | 04/10/2019 | | S | | 140,230 | D | \$ 1.09 <u>(3)</u> |
| | | | | | | | 4,919,801 |
| | | | | | | | I |
| | | | | | | | See Footnote <u>(4)</u> |

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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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Novartis Bioventures Ltd C/O NOVARTIS INTERNATIONAL AG WSJ-200.220 BASEL, V8 CH-4002 | | X | | |
| NOVARTIS AG LICHTSTRASSE 35 BASEL, V8 CH 4056 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Bartosz Dzikowski, Secretary of the Board of Novartis Bioventures Ltd | 04/10/2019 |
| __Signature of Reporting Person | Date |
| /s/ Florian Muellershausen, Authorized Signatory on behalf of Novartis Bioventures Ltd | 04/10/2019 |
| __Signature of Reporting Person | Date |
| /s/ Bartosz Dzikowski, Authorized Signatory on behalf of Novartis AG | 04/10/2019 |
| __Signature of Reporting Person | Date |

/s/ Florian Muellershausen, Authorized Signatory on behalf of Novartis AG

04/10/2019

__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) Reflects sales of common stock executed in multiple transactions at prices ranging from \$1.00 to \$1.08. The price reported reflects the weighted average sale price. The Reporting Persons hereby undertake to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.
 - (2) Reflects sales of common stock executed in multiple transactions at prices ranging from \$0.98 to \$1.03. The price reported reflects the weighted average sale price. The Reporting Persons hereby undertake to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.
 - (3) Reflects sales of common stock executed in multiple transactions at prices ranging from \$1.02 to \$1.15. The price reported reflects the weighted average sale price. The Reporting Persons hereby undertake to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.
 - (4) The shares are directly owned by Novartis Bioventures Ltd. Novartis Bioventures Ltd is a wholly-owned indirect subsidiary of Novartis AG, which is an indirect beneficial owner of the reported securities.

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.