

Zosano Pharma Corp  
Form 4  
February 02, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
BioMed Realty Trust Inc

(Last) (First) (Middle)

17190 BERNARDO CENTER  
DRIVE

(Street)

SAN DIEGO, CA 92128

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Zosano Pharma Corp [ZSAN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/30/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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) |           |   |                            |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|----------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |           |   |                            |
| Common Stock                    | 01/30/2015                           |  | C                              |   | 64,661<br>(1)   | A  | \$ 9.35                           | 518,904   | I | By BMV Direct SO LP (2)    |
| Common Stock                    | 01/30/2015                           |  | P                              |   | 26,543  | A  | \$ 11                             | 545,447   | I | By BMV Direct SO LP (2)    |
| Common Stock                    | 01/30/2015                           |  | C                              |   | 317,409<br>(1)  | A  | \$ 9.35                           | 1,896,982 | I | By BMV Direct SOTRS LP (3) |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--------------|--|-----------------|---|
|  |  |                                      |  |                                | (A)   | (D)          | Date Exercisable   | Expiration Date |   |
| 8% Convertible Note Issued 9/9/13          | (1)  | 01/30/2015                           |  | C                              |   | 337,150.19   | (1)  | 03/31/2015      | Common Stock                                      |
| 8% Convertible Note Issued 9/9/13          | (1)  | 01/30/2015                           |  | C                              |   | 1,101,393.09 | (1)  | 03/31/2015      | Common Stock                                      |
| 8% Convertible Note Issued 2/26/14         | (1)  | 01/30/2015                           |  | C                              |   | 267,446.47   | (1)  | 03/31/2015      | Common Stock                                      |
| 8% Convertible Note Issued 2/26/14         | (1)  | 01/30/2015                           |  | C                              |   | 1,148,955.63 | (1)  | 03/31/2015      | Common Stock                                      |
| 8% Convertible Note Issued 12/2/14         | (1)  | 01/30/2015                           |  | C                              |   | 717,437.19   | (1)  | 03/31/2015      | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BioMed Realty Trust Inc<br>17190 BERNARDO CENTER DRIVE<br>SAN DIEGO, CA 92128 |               | X         |         |       |
| BioMed Realty L P<br>17190 BERNARDO CENTER DRIVE                              |               | X         |         |       |

SAN DIEGO, CA 92128

## Signatures

Jonathan P.Klassen, Authorized  
Officer

02/02/2015

\_\_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 outstanding principal and accrued interest on these Convertible Notes were automatically converted into shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering at 85% of the Issuer's initial public offering price per share.

(2) BioMed Realty, L.P. (the "Partnership") is the sole general partner of BMV Direct SO LP. The sole general partner of the Partnership is BioMed Realty Trust, Inc. (the "REIT"). The REIT has sole voting and dispositive power with respect to the shares directly held by BMV Direct SO LP.

(3) BioMed Realty Holdings, Inc. ("Holdings") is the sole general partner of BMV Direct SOTRS LP. The sole shareholder of Holdings is the Partnership. The sole general partner of the Partnership is the REIT. The REIT has sole voting and dispositive power with respect to the shares directly held by BMV Direct SOTRS LP.

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.