

FIBROGEN INC
Form 8-K
December 06, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 5, 2018

FibroGen, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-36740
(Commission

File Number)
FibroGen, Inc.

77-0357827
(IRS Employer

Identification No.)

409 Illinois Street

San Francisco, CA 94158

(Address of principal executive offices, including zip code)

(415) 978-1200

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Appointment of New Director

On December 5, 2018, upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the "Board") of FibroGen, Inc. (the "Company"), the Board appointed Maykin Ho, Ph.D., as a Class I director of the Company, effective December 5, 2018.

Dr. Ho will hold office for the term expiring at the Company's 2021 annual meeting of stockholders and she will receive compensation as a non-employee director of the Company under the Company's Non-Employee Director Compensation Policy, as amended, filed as Exhibit 10.6 with the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on August 7, 2018. Under the Non-Employee Director Compensation Policy, Dr. Ho received 1) two option grants to purchase a total of 13,408 shares of the Company's common stock with an exercise price of \$41.34 per share, and 2) a grant of restricted stock units covering 1,855 shares of the Company's common stock.

Dr. Ho and the Company have also entered into the Company's standard Indemnity Agreement, effective December 5, 2018, a form of which is filed as Exhibit 10.26 with the Company's registration statement on Form S-1, as amended, filed with the SEC on October 23, 2014.

A copy of the Company's press release announcing Dr. Ho's appointment to the Board is attached as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

**Exhibit
No.**

Description

99.1	<u>Press Release titled "FibroGen Appoints Maykin Ho, Ph.D., to Board of Directors" dated December 6, 2018</u>
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIBROGEN, INC.

Dated: December 6, 2018

By: /s/ Michael Lowenstein
Michael Lowenstein
Chief Legal Officer