

KIRK RANDAL J
Form 4
July 26, 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 *
KIRK RANDAL J

2. Issuer Name and Ticker or Trading Symbol
HALOZYME THERAPEUTICS INC [HALO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O THIRD SECURITY, LLC, 1881 GROVE AVENUE

07/24/2017

(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
 Form filed by More than One Reporting Person

RADFORD, VA 24141

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 07/24/2017 | | J(1) | | 6,328,853 (1) | D | by NRM V (2) |
| Common Stock | 07/24/2017 | | J(1) | | 2,264,483 (1) | A | by R.J. Kirk DOT (2) |
| Common Stock | 07/24/2017 | | J(1) | | 2,327,603 (1) | A | by TSCP V (2) |
| Common Stock | | | | | | | by JPK 2012 (2) |
| | | | | | 290,460 | I | |
| | | | | | 46,701 | I | |

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| | | | | | | | |
|--------------|--|--|--|-----------|---|--|-----------------------------------|
| Common Stock | | | | | | | by Kellie L. Banks LTT <u>(2)</u> |
| Common Stock | | | | 3,977,445 | I | | by Kapital Joe <u>(2)</u> |
| Common Stock | | | | 354,654 | I | | by JPK 2009 <u>(2)</u> |
| Common Stock | | | | 354,653 | I | | by MGK 2009 <u>(2)</u> |
| Common Stock | | | | 2,235 | I | | by ZSK 2009 <u>(2)</u> |
| Common Stock | | | | 302,954 | I | | by JPK 2008 <u>(2)</u> |
| Common Stock | | | | 302,954 | I | | by MGK 2008 <u>(2)</u> |
| Common Stock | | | | 302,954 | I | | by ZSK 2008 <u>(2)</u> |
| Common Stock | | | | 11,317 | I | | by Lotus Capital <u>(2)</u> |
| Common Stock | | | | 216,795 | I | | by Staff 2001 <u>(2)</u> |
| Common Stock | | | | 131,144 | I | | by Sr Staff 2006 <u>(2)</u> |
| Common Stock | | | | 65,572 | I | | by Staff 2006 <u>(2)</u> |
| Common Stock | | | | 21,858 | I | | by Incentive 2006 <u>(2)</u> |
| Common Stock | | | | 3,562,388 | D | | |

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

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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 | 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 | 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. Nature of Derivative Security Beneficially Owned |
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|---|
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|---|

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Security

Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Follo
Repo
Trans
(Instr

| 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 |
| KIRK RANDAL J C/O THIRD SECURITY, LLC 1881 GROVE AVENUE RADFORD, VA 24141 | X | X | | |

Signatures

/s/ Randal J.
Kirk

07/26/2017

**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) On July 24, 2017, New River Management V, LP ("NRM V") made a liquidating distribution of its assets to its partners in connection with the dissolution of the partnership in accordance with the terms of its Limited Partnership Agreement dated May 11, 2007. NRM V held 6,328,853 shares of common stock of the issuer. The following entities in their capacities as partners of NRM V, or designees, received shares: R.J. Kirk Declaration of Trust ("R.J. Kirk DOT") and Third Security Capital Partners V, LLC ("TSCP V").

(2) Randal J. Kirk controls each of R.J. Kirk DOT, TSCP V, JPK 2012, LLC ("JPK 2012"), Kellie L. Banks (2009) Long Term Trust ("Kellie L. Banks LTT"), Kapital Joe, LLC ("Kapital Joe"), JPK 2009, LLC ("JPK 2009"), MGK 2009, LLC ("MGK 2009"), ZSK 2009, LLC ("ZSK 2009"), JPK 2008, LLC ("JPK 2008"), MGK 2008, LLC ("MGK 2008"), ZSK 2008, LLC ("ZSK 2008"), Lotus Capital (2000) Company, Inc. ("Lotus Capital"), Third Security Staff 2001 LLC ("Staff 2001"), Third Security Senior Staff 2006 LLC ("Sr Staff 2006"), Third Security Staff 2006 LLC ("Staff 2006") and Third Security Incentive 2006 LLC ("Incentive 2006"). Shares held by these entities may be deemed to be indirectly beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

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