

Zosano Pharma Corp  
 Form 4  
 July 21, 2016

**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 \*  
 New Enterprise Associates 12,  
 Limited Partnership

(Last) (First) (Middle)

1954 GREENSPRING  
 DRIVE, SUITE 600

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 07/19/2016

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 or Price   |  |                                   |
| Common Stock                    | 07/19/2016                           |  | S                              |   | \$ 1.17   | D (1)  |                                   |
| Common Stock                    | 07/20/2016                           |  | S                              |   | \$ 1.2396 (2)   | D (1)  |                                   |
| Common Stock                    | 07/21/2016                           |  | S                              |   | \$ 1.3302 (3)   | D (1)  |                                   |

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

SEC 1474 (9-02)

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**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 Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| New Enterprise Associates 12, Limited Partnership<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>TIMONIUM, MD 21093 |               | X         |         |       |
| NEA Partners 12, Limited Partnership<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>TIMONIUM, MD 21093              |               | X         |         |       |
| NEA 12 GP, LLC<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>TIMONIUM, MD 21093                                    |               | X         |         |       |
| BARRIS PETER J<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>TIMONIUM, MD 21093                                    |               | X         |         |       |
| BASKETT FOREST<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>TIMONIUM, MD 21093                                    |               | X         |         |       |
|  |               | X         |         |       |

KERINS PATRICK J  
1954 GREENSPRING DRIVE  
SUITE 600  
TIMONIUM, MD 21093

KOLLURI KRISHNA KITTU  
1954 GREENSPRING DRIVE  
SUITE 600  
TIMONIUM, MD 21093

X

SANDELL SCOTT D  
1954 GREENSPRING DRIVE  
SUITE 600  
TIMONIUM, MD 21093

X

## Signatures

/s/ Sasha Keough,  
attorney-in-fact

07/21/2016

\_\_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).

The securities are directly held by New Enterprise Associates 12, Limited Partnership ("NEA 12") and indirectly held by NEA Partners 12, Limited Partnership ("NEA Partners 12"), the sole general partner of NEA 12, NEA 12 GP, LLC ("NEA 12 GP"), the sole general partner of NEA Partners 12, and the individual managers of NEA 12 GP (NEA Partners 12, NEA 12 GP and the individual managers of

(1) NEA 12 GP together, the "NEA 12 Indirect Reporting Persons"). The individual managers of NEA 12 GP are M. James Barrett, Peter J. Barris, Forest Baskett, Patrick J. Kerins, Krishna "Kittu" Kolluri, and Scott D. Sandell. The NEA 12 Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 12 shares in which the NEA 12 Indirect Reporting Persons have no pecuniary interest.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.22 to \$1.315, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the

(2) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.30 to \$1.38, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the

(3) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.

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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