

Sharp Shalini
Form 4/A
April 17, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Sharp Shalini

2. Issuer Name and Ticker or Trading Symbol
Ultragenyx Pharmaceutical Inc.
[RARE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/18/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO & Executive Vice President

C/O ULTRAGENYX
PHARMACEUTICAL INC., 60
LEVERONI COURT

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/20/2019

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

NOVATO, CA 94949

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/18/2019 | | M | V | 12,000 A \$ 6.86 | 81,126 ⁽¹⁾ | D |
| Common Stock | 03/18/2019 | | S ⁽²⁾ | V | 14,800 D \$ 70 | 66,326 | 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)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 6.86 | 03/18/2019 | | M | 12,000 | ⁽³⁾ 10/31/2023 | Common Stock | 12,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sharp Shalini C/O ULTRAGENYX PHARMACEUTICAL INC. 60 LEVERONI COURT NOVATO, CA 94949 | | | CFO & Executive Vice President | |

Signatures

/s/ Ruben A. Garcia, attorney-in-fact 04/17/2019

__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) Includes previously reported shares of common stock underlying RSUs granted to the Reporting Person, which are subject to certain vesting conditions.
- (2) The sales reported on this Form 4 were effected pursuant to a trading plan adopted by the Reporting Person pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (3) 1/4th of the option vested one year from November 1, 2013 and then 1/48th of the option vested monthly thereafter.

Remarks:

The number of shares reported in Column 5 of Table I includes one additional share inadvertently left off of the Form 4 filed on April 17, 2019.

This amendment is filed to update the share numbers reported in Column 5 of Table I to account for the Form 4/A filed on April 17, 2019.

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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