

Kindred Biosciences, Inc.

Form 4

December 13, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NODELMAN OLEG

(Last) (First) (Middle)

C/O KINDRED BIOSCIENCES,
INC., 1499 BAYSHORE
HIGHWAY, SUITE 226

(Street)

BURLINGAME, CA 94010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Kindred Biosciences, Inc. [KIN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/12/2013		P		400,000 (1)	A	\$ 7	873,187	I	By EcoR1 Capital Fund, L.P. (2)
Common Stock								50,000	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)

number.

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. Date Expiration Date (Month/Day/Year)	9. Title	10. Amount or Number of Shares
Stock Option (right to buy) ⁽³⁾	\$ 7	12/11/2013		A	20,000	⁽⁴⁾ 12/11/2023	Common Stock			20,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

NODELMAN OLEG
C/O KINDRED BIOSCIENCES, INC.
1499 BAYSHORE HIGHWAY, SUITE 226
BURLINGAME, CA 94010

X

Signatures

/s/ Oleg
Nodelman 12/13/2013

**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) These shares were purchased in connection with the Issuer's initial public offering.
- Held by EcoR1 Capital Fund, L.P. The sole general partner of EcoR1 Capital Fund, L.P. is EcoR1 Capital, LLC, of which the Reporting
- (2) Person is the sole managing member. As such, the Reporting Person is deemed to be the beneficial owner of the securities held by EcoR1 Capital Fund, L.P.
- (3) Granted pursuant to the Issuer's 2012 Equity Incentive Plan.
- (4) 5,000 of the shares subject to the option will vest on December 11, 2014, with the remaining shares vesting in equal monthly installments over the ensuing 36 months, subject to the Reporting Person's continuous service as a director.

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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