

FIBROGEN INC  
Form 10-Q/A  
December 14, 2017

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

**FORM 10-Q/A**  
**(Amendment No. 1)**

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the quarterly period ended September 30, 2017**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number: 001-36740**

**FIBROGEN, INC.**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b> <b>(State or Other Jurisdiction of</b>	<b>77-0357827</b> <b>(I.R.S. Employer</b>
<b>Incorporation or Organization)</b>	<b>Identification No.)</b>
<b>409 Illinois Street</b> <b>San Francisco, CA</b> <b>(Address of Principal Executive Offices)</b>	<b>94158</b> <b>(Zip Code)</b>
<b>(415) 978-1200</b>	

**Registrant's telephone number, including area code**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act:

Large accelerated filer	Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company
	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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of outstanding shares of the registrant's common stock as of November 30, 2017 was 82,197,479.



**EXPLANATORY NOTE**

FibroGen, Inc. (the Company) filed its Quarterly Report on Form 10-Q for the period ended September 30, 2017, on November 8, 2017 (the Original Filing). The Company is filing this Amendment No. 1 to the Quarterly Report on Form 10-Q/A (Amendment No. 1) to file that certain Amended and Restated License, Development and Commercialization Agreement (for the US and Certain Other Territories), by and between the Company and AstraZeneca AB, dated as of October 16, 2014 and effective as of July 30, 2013 as Exhibit 10.16 thereto. This Amendment No. 1 does not reflect subsequent events occurring after the filing date of the Original Filing or modify or update any disclosures made in the Original Filing, except as described above.

**ITEM 6. EXHIBITS.**

Exhibit Number	Exhibit Description	Incorporation By Reference		
		Form SEC File No.	Exhibit	Filing Date
10.16*	<u>Amended and Restated License, Development and Commercialization Agreement by and between Registrant and AstraZeneca AB, effective as of July 30, 2013.</u>			
31.1*	<u>Certification of Chief Executive Officer, as required by Rule 13a-14(a) or Rule 15d-14(a).</u>			
31.2*	<u>Certification of Chief Financial Officer, as required by Rule 13a-14(a) or Rule 15d-14(a).</u>			

\* Filed herewith  
 Confidential treatment has been requested with respect to certain portions of this exhibit. Omitted portions have been filed separately with the Securities and Exchange Commission.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to be signed on its behalf by the undersigned thereunto duly authorized.

**FibroGen, Inc.**

Date: December 13, 2017

By: /s/ Thomas B. Neff  
Thomas B. Neff  
Chairman of the Board and Chief Executive Officer  
*(Principal Executive Officer)*

Date: December 13, 2017

By: /s/ Pat Cotroneo  
Pat Cotroneo  
Vice President, Finance and Chief Financial Officer  
*(Principal Financial and Accounting Officer)*