

Sham Hing
Form 4
February 02, 2018

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 *
Sham Hing

2. Issuer Name and Ticker or Trading Symbol
Global Blood Therapeutics, Inc.
[GBT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
See Remarks

C/O GLOBAL BLOOD THERAPEUTICS, INC., 171 OYSTER POINT BLVD., SUITE 300

(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

SOUTH SAN FRANCISCO, CA 94080

(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 | | | |
| | | | | Code V | Amount | | | |
| Common Stock | 01/31/2018 | | M | 1,600 | A | Ⓟ | 85,046 | D |
| Common Stock | 01/31/2018 | | F | 554 ⁽²⁾ | D | \$ 57.9 | 84,492 | D |
| Common Stock | 02/01/2018 | | M | 3,000 | A | Ⓟ | 87,492 | D |
| Common Stock | 02/01/2018 | | F | 1,038 ⁽³⁾ | D | \$ 59.6 | 86,454 | D |

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

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(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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Restricted Stock Units | (1) | 01/31/2018 | | M | | 1,600 | | (4) | (4) | Common Stock | 1,600 |
| Restricted Stock Units | (1) | 02/01/2018 | | M | | 3,000 | | (5) | (5) | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 59.6 | 02/01/2018 | | A | | 26,500 | | (6) | 01/31/2028 | Common Stock | 26,500 |
| Restricted Stock Units | (1) | 02/01/2018 | | A | | 17,000 | | (1)(7) | (1)(7) | Common Stock | 17,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Sham Hing C/O GLOBAL BLOOD THERAPEUTICS, INC. 171 OYSTER POINT BLVD., SUITE 300 SOUTH SAN FRANCISCO, CA 94080 | | | | See Remarks |

Signatures

/s/ Lesley Ann Calhoun, as
Attorney-in-Fact

02/02/2018

__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) Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Common Stock.
- (2) Represents number of shares of Issuer's Common Stock withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,600 shares of Common Stock underlying the Reporting Person's RSUs.
- (3) Represents number of shares of Issuer's Common Stock withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 3,000 shares of Common Stock underlying the Reporting Person's RSUs.

On August 11, 2017, the Reporting Person was granted 12,000 RSUs, which vest in installments upon the achievement of specified market capitalization milestones of the Issuer on or before December 31, 2019, so long as the Reporting Person continues as an employee

- (4) or other service provider of the Issuer through each vesting milestone. On January 31, 2018, one of the performance milestones was achieved, resulting in the vesting of 1,600 shares of Common Stock underlying the RSU grant. The RSUs are subject to accelerated vesting upon termination without cause or resignation for good reason after a change of control of the Issuer.

On January 17, 2017, the Reporting Person was granted 24,000 RSUs, which vest in equal semi-annual installments over 4 years from

- (5) February 1, 2017, subject to the Reporting Person's continued employment with the Issuer through each vesting date. The RSUs are subject to accelerated vesting upon termination without cause or resignation for good reason after a change of control of the Issuer.

The shares underlying the option vest in 16 equal quarterly installments over 4 years from February 1, 2018, so long as the Reporting

- (6) Person continues as an employee or other service provider of the Issuer through each vesting date. This option is subject to accelerated vesting upon termination without cause or resignation for good reason after a change of control of the Issuer.

The shares of Common Stock underlying the RSUs vest in 8 equal semi-annual installments over 4 years from February 1, 2018, so long

- (7) as the Reporting Person continues as an employee or other service provider of the Issuer through each vesting date. The RSUs are subject to accelerated vesting upon termination without cause or resignation for good reason after a change of control of the Issuer.

Remarks:

Senior Vice President, Research

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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