

GLAXOSMITHKLINE PLC

Form 3

September 13, 2018

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 \*

GLAXOSMITHKLINE PLC

(Last)

(First)

(Middle)

980 GREAT WEST ROAD

(Street)

BRENTFORD

MIDDLESEX, X0 TW8 9GS

(City)

(State)

(Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

09/13/2018

3. Issuer Name and Ticker or Trading Symbol

Principia Biopharma Inc. [PRNB]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner

\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

\_\_\_\_X\_\_\_\_ Form filed by One Reporting  
Person\_\_\_\_ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of  
Shares4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

## Edgar Filing: GLAXOSMITHKLINE PLC - Form 3

Series A Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,070,771	\$ <u>(1)</u>	I	See footnote <u>(7)</u>
Series B-1 Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	312,741	\$ <u>(2)</u>	I	See footnote <u>(7)</u>
Series B-2 Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	260,617	\$ <u>(3)</u>	I	See footnote <u>(7)</u>
Series B-3 Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	544,047	\$ <u>(4)</u>	I	See footnote <u>(7)</u>
Series C Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	167,537	\$ <u>(5)</u>	I	See footnote <u>(7)</u>
Stock Purchase Warrant (Right to Buy)	08/01/2016	12/29/2022	Common Stock	28,623 <u>(6)</u>	\$ 8.99	I	See footnote <u>(7)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLAXOSMITHKLINE PLC 980 GREAT WEST ROAD BRENTFORD MIDDLESEX,Â X0Â TW8 9GS	Â	Â X	Â	Â

## Signatures

/s/ Simon Dingemans, Chief Financial Officer  
GlaxoSmithKline plc

09/13/2018

    Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) The Series A Preferred Stock is convertible into Common Stock on a 9.0839-for-one basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(2) The Series B-1 Preferred Stock is convertible into Common Stock on a 9.0839-for-one basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(3) The Series B-2 Preferred Stock is convertible into Common Stock on a 9.0839-for-one basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(4) The Series B-3 Preferred Stock is convertible into Common Stock on a 9.0839-for-one basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(5) The Series C Preferred Stock is convertible into Common Stock on an 9.0839-for-one basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(6) The warrant is currently exercisable, with an expiration date of December 29, 2022, and an exercise price of \$8.99 per share.

(7)

## Edgar Filing: GLAXOSMITHKLINE PLC - Form 3

The shares reported herein are held of record by S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (the "Reporting Person").

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.