

ChemoCentryx, Inc.
Form 4
November 05, 2015

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 *
BVF PARTNERS L P/IL

2. Issuer Name and Ticker or Trading Symbol
ChemoCentryx, Inc. [CCXI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE SANSOME STREET, 30TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2015

____ Director
____ Officer (give title below) Other (specify below)

See Explanation of Responses

(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

SAN FRANCISCO, CA 94104

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/03/2015		S	73,000 ⁽⁶⁾ D \$ 6.9773	2,671,577	I <u>(1)</u> <u>(4)</u> <u>(5)</u>	See Explanation of Responses
Common Stock	11/04/2015		S	287,000 ⁽⁶⁾ D \$ 7.0002	2,384,577	I <u>(1)</u> <u>(4)</u> <u>(5)</u>	See Explanation of Responses
Common Stock	11/05/2015		J ⁽⁷⁾	2,384,577 D \$ 0	0	I <u>(1)</u> <u>(8)</u>	See Explanation of Responses
Common Stock					2,162,381	I <u>(1)</u> <u>(2)</u>	See Explanation

Common Stock	1,251,914	I <u>(1)</u> <u>(3)</u>	of Reponses See Explanation of Reponses
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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BVF PARTNERS L P/IL ONE SANSOME STREET 30TH FLOOR SAN FRANCISCO, CA 94104	See Explanation of Responses
BIOTECHNOLOGY VALUE FUND L P ONE SANSOME STREET 30TH FLOOR SAN FRANCISCO, CA 94104	See Explanation of Responses
BIOTECHNOLOGY VALUE FUND II LP ONE SANSOME STREET 30TH FLOOR SAN FRANCISCO, CA 94104	See Explanation of Responses
BVF INC/IL ONE SANSOME STREET	See Explanation of Responses

30TH FLOOR
SAN FRANCISCO, CA 94104

LAMPERT MARK N
ONE SANSOME STREET
30TH FLOOR
SAN FRANCISCO, CA 94104

See Explanation of Responses

BVF INVESTMENTS LLC
ONE SANSOME ST
30TH FLOOR
SAN FRANCISCO, CA 94104

See Explanation of Responses

Signatures

BVF Partners L.P., By: BVF Inc., its GP, By: /s/ Mark N. Lampert, President	11/05/2015
__Signature of Reporting Person	Date
BIOTECHNOLOGY VALUE FUND, L.P. By: BVF Partners L.P., its GP, By: BVF Inc., By: /s/ Mark N. Lampert, President	11/05/2015
__Signature of Reporting Person	Date
BIOTECHNOLOGY VALUE FUND II, L.P., By: BVF Partners L.P., its GP, By: BVF Inc., By: /s/ Mark N. Lampert, President	11/05/2015
__Signature of Reporting Person	Date
BVF INC., By: /s/ Mark N. Lampert, President	11/05/2015
__Signature of Reporting Person	Date
Mark N. Lampert, By: /s/ Mark N. Lampert	11/05/2015
__Signature of Reporting Person	Date
BVF Investments, L.L.C., By: BVF Partners L.P., its manager, By: BVF Inc., its general partner, By: /s/ Mark N. Lampert, President	11/05/2015
__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).
- This Form 4 is filed jointly by Biotechnology Value Fund, L.P. ("BVF"), Biotechnology Value Fund II, L.P. ("BVF2"), BVF Investments, L.L.C. ("BVFLLC"), BVF Partners L.P. ("Partners"), BVF Inc. and Mark N. Lampert (collectively, the "Reporting Persons"). Each of the
- (1) Reporting Persons is a member of a Section 13G group that no longer owns more than 10% of the Issuer's outstanding shares of Common Stock pursuant to Rule 16a-1(a)(1). Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
 - (2) Represents shares of Common Stock owned directly by BVF. As the general partner of BVF, Partners may be deemed to beneficially own the shares of Common Stock owned directly by BVF. As the investment adviser and general partner of Partners, BVF Inc., may be deemed to beneficially own the shares of Common Stock owned directly by BVF. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the shares of Common Stock owned directly by BVF.
 - (3) Represents shares of Common Stock owned directly by BVF2. As the general partner of BVF2, Partners may be deemed to beneficially own the shares of Common Stock owned directly by BVF2. As the investment adviser and general partner of Partners, BVF Inc., may be deemed to beneficially own the shares of Common Stock owned directly by BVF2. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the shares of Common Stock owned directly by BVF2.
 - (4) Represents shares of Common Stock owned directly by BVFLLC. As the manager of BVFLLC, Partners may be deemed to beneficially own the shares of Common Stock owned directly by BVFLLC. As the investment adviser and general partner of Partners, BVF Inc., may be deemed to beneficially own the shares of Common Stock owned directly by BVFLLC. As a director and officer of BVF Inc., Mr.

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Lampert may be deemed to beneficially own the shares of Common Stock owned directly by BVFLLC.

The shares of Common Stock are directly beneficially owned by BVFLLC, a Delaware limited liability company. Pursuant to the operating agreement of BVFLLC, BVF Partners, L.P., a Delaware limited partnership is authorized, among other things, to invest the

- (5) contributed capital of Samana Capital, L.P., the majority member of BVFLLC, in the shares of Common Stock and other securities and to vote, exercise or convert and dispose of such securities and is entitled to receive fees based on assets under management and, subject to certain exceptions, allocations based on realized and unrealized gains on such assets.
- (6) Units may represent aggregation of daily trade activity. Details regarding individual execution amounts and prices are available upon request.
- (7) BVFLLC made an in-kind distribution of the shares to an account over which none of the Reporting Persons has investment discretion.

Pursuant to the November 5, 2015 distribution described in Footnote 7, BVFLLC no longer directly owns shares of Common Stock. As the manager of BVFLLC, Partners may have been deemed to beneficially own the shares of Common Stock previously owned directly by

- (8) BVFLLC. As the investment adviser and general partner of Partners, BVF Inc., may have been deemed to beneficially own the shares of Common Stock previously owned directly by BVFLLC. As a director and officer of BVF Inc., Mr. Lampert may have been deemed to beneficially own the shares of Common Stock previously owned directly by BVFLLC.

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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