

KERYX BIOPHARMACEUTICALS INC

Form 4

January 06, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BENTSUR RON

(Last) (First) (Middle)

C/O KERYX
BIOPHARMACEUTICALS,
INC., 750 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
KERYX
BIOPHARMACEUTICALS INC
[KERX]

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2015

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)

Chief Executive Officer

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/04/2015		A	Amount 67,375 (1)	(A) or (D) A \$ 0	784,375 (2)	D
Common Stock	01/05/2015		S	5,574	D \$ 13.79 (3)	778,801 (2)	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)

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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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 14.34	01/04/2015		A	134,750	01/04/2016 ⁽⁴⁾ 01/04/2025	Common Stock 134

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BENTSUR RON C/O KERYX BIOPHARMACEUTICALS, INC. 750 LEXINGTON AVENUE NEW YORK, NY 10022	X Chief Executive Officer

Signatures

/s/ Ron Bentsur 01/06/2015

**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).

The 67,375 shares are restricted common stock, with one-third of the 67,375 shares vesting on January 4, 2016, and one-twelfth vesting on each of April 4, 2016, July 4, 2016, October 4, 2016, January 4, 2017, April 4, 2017, July 4, 2017, October 4, 2017, and January 4, 2018.

(2) Includes 93,445 shares of restricted stock.

Sale of a total of 5,574 shares of common stock was made in order to satisfy Mr. Bentsur's income tax withholding obligation upon the vesting of 13,705 shares of restricted stock on January 2, 2015. Mr. Bentsur had no discretion with respect to such sale, which was transacted automatically in accordance with the Issuer's corporate policies regarding the vesting of restricted stock.

The options vest according to the following schedule: one-third of the 134,750 options will vest on January 4, 2016, and one-twelfth will vest on each of April 4, 2016, July 4, 2016, October 4, 2016, January 4, 2017, April 4, 2017, July 4, 2017, October 4, 2017, and January 4, 2018.

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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