

Griffith Christopher M.
Form 4
January 04, 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 *
Griffith Christopher M.

2. Issuer Name and Ticker or Trading Symbol
Dermira, Inc. [DERM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O DERMIRA, INC., 275
MIDDLEFIELD ROAD, SUITE 150

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2018

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
SVP Head Corp. Dev. & Strategy

MENLO PARK, CA 94025

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

(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	(D)	Price
Common Stock	01/02/2018		M		11,301	A	\$ 1.218
					58,894	(1)	D
Common Stock	01/02/2018		M		2,729	A	\$ 1.74
					61,623		D
Common Stock	01/02/2018		S(2)		18,258	D	\$ 27.0442
					43,365		D
Common Stock	01/02/2018		S(2)		200	D	\$ 27.905
					43,165	(4)	D

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
Employee Stock Options (Right to buy)	\$ 1.74	01/02/2018		M	2,729	<u>(5)</u> 02/06/2024	Common Stock	2,729
Employee Stock Options (Right to buy)	\$ 1.218	01/02/2018		M	11,301	<u>(6)</u> 01/03/2023	Common Stock	11,301

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Griffith Christopher M. C/O DERMIRA, INC. 275 MIDDLEFIELD ROAD, SUITE 150 MENLO PARK, CA 94025			SVP Head Corp. Dev. & Strategy	

Signatures

/s/ Christine Ring, by power of attorney
Date: 01/04/2018

**Signature of Reporting Person

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) These shares include prior ESPP purchases.

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- (2) These trades were made pursuant to a Rule 10b5-1 trading plan.

This transaction was executed in multiple trades at prices ranging from \$26.63 to \$27.58. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (3) This transaction was executed in multiple trades at prices ranging from \$27.78 to \$28.03. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (4) 25% of the total shares underlying the option vested and became exercisable on February 9, 2015 (the one-year anniversary of the vesting commencement date) and 1/48 of the total shares underlying the option vest and become exercisable each month thereafter, subject to the continuing employment of the Reporting person on the applicable vesting date.

- (5) 25% of the total shares underlying the option vested and became exercisable on January 4, 2014 (the one-year anniversary of the vesting commencement date) and 1/48 of the total shares underlying the option vest and become exercisable each month thereafter, subject to the continuing employment of the Reporting person on the applicable vesting date.

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.