

GLAXOSMITHKLINE PLC  
Form 4  
September 20, 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 \*  
GLAXOSMITHKLINE PLC

2. Issuer Name and Ticker or Trading Symbol  
Principia Biopharma Inc. [PRNB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
980 GREAT WEST ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/18/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

4. 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

BRENTFORD  
MIDDLESEX, X0 TW8 9GS

(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                    | 09/18/2018                           |  | C                              |   | 1,070,771   | A  | (2)   | 1,070,771 | I | See Footnote (3) |
| Common Stock                    | 09/18/2018                           |  | C                              |   | 312,741   | A  | (2)   | 1,383,512 | I | See Footnote (3) |
| Common Stock                    | 09/18/2018                           |  | C                              |   | 260,617   | A  | (2)   | 1,644,129 | I | See Footnote (3) |
| Common Stock                    | 09/18/2018                           |  | C                              |   | 544,047   | A  | (2)   | 2,188,176 | I | See Footnote     |

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|              |            |  |   |                       |   |            |           |   |                                       |
|--------------|------------|--|---|-----------------------|---|------------|-----------|---|---------------------------------------|
| Common Stock | 09/18/2018 |  | C | 167,537               | A | <u>(2)</u> | 2,355,713 | I | <u>(3)</u><br>See Footnote <u>(3)</u> |
| Common Stock | 09/18/2018 |  | P | <u>(1)</u><br>270,000 | A | \$ 17      | 2,625,713 | I | <u>(3)</u><br>See Footnote <u>(3)</u> |

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

**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.**

SEC 1474  
(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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Series A Preferred Stock                   | <u>(2)</u>   | 09/18/2018                           |  | C                              | 9,726,783   | <u>(2)</u>   | <u>(2)</u>  | Common Stock | 1,070,77                   |
| Series B-1 Preferred Stock                 | <u>(2)</u>   | 09/18/2018                           |  | C                              | 2,840,909   | <u>(2)</u>   | <u>(2)</u>  | Common Stock | 312,741                    |
| Series B-2 Preferred Stock                 | <u>(2)</u>   | 09/18/2018                           |  | C                              | 2,367,424   | <u>(2)</u>   | <u>(2)</u>  | Common Stock | 260,617                    |
| Series B-3 Preferred Stock                 | <u>(2)</u>   | 09/18/2018                           |  | C                              | 4,942,070   | <u>(2)</u>   | <u>(2)</u>  | Common Stock | 544,047                    |
| Series C Preferred Stock                   | <u>(2)</u>   | 09/18/2018                           |  | C                              | 1,521,895   | <u>(2)</u>   | <u>(2)</u>  | Common Stock | 167,537                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GLAXOSMITHKLINE PLC<br>980 GREAT WEST ROAD<br>BRENTFORD MIDDLESEX, X0 TW8 9GS |               |           | X       |       |

## Signatures

/s/ Victoria

Whyte

09/20/2018

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) S.R. One, Limited acquired 270,000 Common Stock of the Issuer in connection with the Issuer's initial public offering.

The Series A, Series B-1, Series B-2, Series B-3 and Series C Preferred Stock were converted into Common Stock on a 9.0839-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series A, Series B-1, Series B-2, Series B-3, and Series C Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The Preferred Stock had no expiration date.

(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.

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