

DILLY STEPHEN GEORGE
Form 4
June 05, 2018

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 *
DILLY STEPHEN GEORGE

(Last) (First) (Middle)

**AIMMUNE THERAPEUTICS,
INC., 8000 MARINA
BOULEVARD, SUITE 300**

(Street)

BRISBANE, CA 94005-1884

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Aimmune Therapeutics, Inc. [AIMT]

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

06/01/2018

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)

See Remarks

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.0001 par value	10/12/2017		G ⁽¹⁾	V 2,438 D \$ 0	12,009	I	By GRAT 2 (2)
Common Stock, \$0.0001 par value	10/12/2017		G ⁽¹⁾	V 2,438 A \$ 0	23,094	I	By Family Trust (3)
Common Stock, \$0.0001	10/12/2017		G ⁽⁴⁾	V 2,438 D \$ 0	12,009	I	By Wife's GRAT 2 (5)

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par value								
Common Stock, \$0.0001 par value	10/12/2017	G ⁽⁴⁾	V 2,438	A	\$ 0	25,532	I	By Family Trust ⁽³⁾
Common Stock, \$0.0001 par value	06/01/2018	M	61,197	A	\$ 3.0221	376,505	D	
Common Stock, \$0.0001 par value	06/01/2018	S ⁽⁶⁾	58,699	D	\$ 32.5916 ⁽⁷⁾	317,806	D	
Common Stock, \$0.0001 par value	06/01/2018	S ⁽⁶⁾	2,498	D	\$ 33.186 ⁽⁸⁾	315,308	D	
Common Stock, \$0.0001 par value	06/04/2018	M	65,352	A	\$ 3.0221	380,660	D	
Common Stock, \$0.0001 par value	06/04/2018	S ⁽⁶⁾	62,740	D	\$ 31.8431 ⁽⁹⁾	317,920	D	
Common Stock, \$0.0001 par value	06/04/2018	S ⁽⁶⁾	2,612	D	\$ 32.741 ⁽¹⁰⁾	315,308	D	
Common Stock, \$0.0001 par value	06/05/2018	M	38,825	A	\$ 3.0221	354,133	D	
Common Stock, \$0.0001 par value	06/05/2018	S ⁽⁶⁾	38,825	D	\$ 31.8309 ⁽¹¹⁾	315,308	D	
Common Stock, \$0.0001 par value						41,075	I	By Child's Trust 1 ⁽¹²⁾
Common Stock, \$0.0001 par value						41,075	I	By Child's Trust 2 ⁽¹³⁾

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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)	Amount or Number of Shares
Stock Option(right to buy)	\$ 3.0221	06/01/2018		M	61,197	<u>(14)</u> 05/18/2025	Common Stock	61,197
Stock Option(right to buy)	\$ 3.0221	06/04/2018		M	65,352	<u>(14)</u> 05/18/2025	Common Stock	65,352
Stock Option(right to buy)	\$ 3.0221	06/05/2018		M	38,825	<u>(14)</u> 05/18/2025	Common Stock	38,825

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DILLY STEPHEN GEORGE AIMMUNE THERAPEUTICS, INC. 8000 MARINA BOULEVARD, SUITE 300 BRISBANE, CA 94005-1884	X		See Remarks	

Signatures

Douglas T. Sheehy, as Attorney-in-Fact for Stephen G. Dilly
06/05/2018

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).

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- (1) This transaction involved a gift of securities previously held indirectly by Stephen G. Dilly, as Trustee of The Stephen G. Dilly 2016 Grantor Retained Annuity Trust dated August 12, 2016 (the "Second Dilly Trust"). Such shares were transferred from the Second Dilly Trust to Stephen G. Dilly and Edwina Lynette Mullens as Trustees of The Dilly Family Trust dated October 9, 2002 (the "Family Trust") on October 12, 2017.
- (2) These shares are held by the Second Dilly Trust. Dr. Dilly has sole voting, investment and dispositive power over the shares held by the Second Dilly Trust.
- (3) These shares are held by the Family Trust. Dr. Dilly and Ms. Mullens have joint voting, investment and dispositive power over the shares held by the Family Trust.
- (4) This transaction involved a gift of securities previously held indirectly by Edwina Lynette Mullens, as Trustee of The Edwina Lynette Mullens 2016 Grantor Retained Annuity Trust dated August 12, 2016 (the "Second Mullens Trust"). Such shares were transferred from the Second Mullens Trust to the Family Trust on October 12, 2017. Dr. Dilly disclaims beneficial ownership of the shares held by Ms. Mullens.
- (5) These shares are held by the Second Mullens Trust. Ms. Mullens has sole voting, investment and dispositive power over the shares held by the Second Mullens Trust. Dr. Dilly disclaims beneficial ownership of the shares held by the Second Mullens Trust.
- (6) This sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by Reporting Person.
- (7) The transaction was executed in multiple trades in prices ranging from \$32.06 to \$33.06, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (8) The transaction was executed in multiple trades in prices ranging from \$33.13 to \$33.20, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (9) The transaction was executed in multiple trades in prices ranging from \$31.45 to \$32.33, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (10) The transaction was executed in multiple trades in prices ranging from \$32.58 to \$32.80, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (11) The transaction was executed in multiple trades in prices ranging from \$31.55 to 32.36, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (12) These shares are held by Stephen G. Dilly and Edwina Lynette Mullens as Trustees of The Frederick S W Dilly 2015 Irrevocable Trust dated June 23, 2015 (the "Frederick S W Dilly Trust"). Dr. Dilly and Ms. Mullens have joint voting, investment and dispositive power over the shares held by the Frederick S W Dilly Trust.
- (13) These shares are held by Edwina Lynette Mullens and Stephen G. Dilly as Trustees of The Harriet F.L. Dilly 2015 Revocable Trust dated June 23, 2015 (the "Harriet F.L. Dilly Trust"). Dr. Dilly and Ms. Mullens have joint voting, investment and dispositive power over the shares held by the Harriet F.L. Dilly Trust.
- (14) The option is immediately exercisable in full or in part. The shares vest pursuant to the following schedule: One forty-eighth (1/48th) of the shares subject to the option vest in 48 successive, equal monthly installments measured from May 13, 2015, subject to Reporting Person's continued service relationship with the Issuer on each such vesting date.

Remarks:

President and Chief Executive Officer

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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