

Zosano Pharma Corp
Form 4
February 02, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BioMed Realty Trust Inc

(Last) (First) (Middle)

17190 BERNARDO CENTER
DRIVE

(Street)

SAN DIEGO, CA 92128

(City) (State) (Zip)

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

Zosano Pharma Corp [ZSAN]

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

01/30/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/30/2015		C		64,661 (1)	A	\$ 9.35	518,904	I	By BMV Direct SOTRS LP (2)
Common Stock	01/30/2015		P		26,543	A	\$ 11	545,447	I	By BMV Direct SOTRS LP (2)
Common Stock	01/30/2015		C		317,409 (1)	A	\$ 9.35	1,896,982	I	By BMV Direct SOTRS LP (3)

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 An Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
8% Convertible Note Issued 9/9/13	<u>(1)</u>	01/30/2015		C	337,150.19	<u>(1)</u>	03/31/2015	Common Stock
8% Convertible Note Issued 9/9/13	<u>(1)</u>	01/30/2015		C	1,101,393.09	<u>(1)</u>	03/31/2015	Common Stock
8% Convertible Note Issued 2/26/14	<u>(1)</u>	01/30/2015		C	267,446.47	<u>(1)</u>	03/31/2015	Common Stock
8% Convertible Note Issued 2/26/14	<u>(1)</u>	01/30/2015		C	1,148,955.63	<u>(1)</u>	03/31/2015	Common Stock
8% Convertible Note Issued 12/2/14	<u>(1)</u>	01/30/2015		C	717,437.19	<u>(1)</u>	03/31/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BioMed Realty Trust Inc 17190 BERNARDO CENTER DRIVE SAN DIEGO, CA 92128		X		
BioMed Realty L P 17190 BERNARDO CENTER DRIVE		X		

SAN DIEGO, CA 92128

Signatures

Jonathan P.Klassen, Authorized
Officer

02/02/2015

__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).
- (1) The outstanding principal and accrued interest on these Convertible Notes were automatically converted into shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering at 85% of the Issuer's initial public offering price per share.

BioMed Realty, L.P. (the "Partnership") is the sole general partner of BMV Direct SO LP. The sole general partner of the Partnership is
- (2) BioMed Realty Trust, Inc. (the "REIT"). The REIT has sole voting and dispositive power with respect to the shares directly held by BMV Direct SO LP.

BioMed Realty Holdings, Inc. ("Holdings") is the sole general partner of BMV Direct SOTRS LP. The sole shareholder of Holdings is
- (3) the Partnership. The sole general partner of the Partnership is the REIT. The REIT has sole voting and dispositive power with respect to the shares directly held by BMV Direct SOTRS LP.

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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