

Ultragenyx Pharmaceutical Inc.
Form 4
August 05, 2014

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 *
FMR LLC

2. Issuer Name and Ticker or Trading Symbol
Ultragenyx Pharmaceutical Inc.
[RARE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
245 SUMMER STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2014

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
See Remark 1.

BOSTON, MA 02210
(City) (State) (Zip)

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

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/01/2014		J		1,802,246	D	\$ 0
					1,457,994	I	

See Footnote (1)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

FMR LLC
245 SUMMER STREET
BOSTON, MA 02210

See Remark 1.

Signatures

Daniel T. Gallagher, Duly authorized under Powers of Attorney, by and on behalf of FMR LLC and its direct and indirect subsidiaries, Edward C. Johnson 3d and Abigail P. Johnson

08/05/2014

__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) Beacon Bioventures Fund II Limited Partnership (BBF) made a pro-rata distribution to its limited partners, without payment of consideration, of 3,260,240 shares of Ultragenyx Pharmaceutical Inc. formerly reported by FMR LLC. BBF distributed 1,925,883 shares to Impresa Fund III Limited Partnership (IFLP), 297,343 shares to Beacon Bioventures Advisors Fund II Limited Partnership (BBAF) and 1,037,014 shares to a recipient whose shares are not subject to reporting by FMR LLC (Other Recipient). BBAF made a pro-rata distribution to its limited partners, without payment of consideration, of 10,813 shares to Fidelity Biosciences Corp. and 279,722 shares to Other Recipients. IFLP made a pro-rata distribution to its limited partners, without payment of consideration, of 485,510 shares to Other Recipients and 1,440,373 shares to persons and entities whose shares are subject to reporting by FMR LLC.

Remarks:

Remark 1: Edward C. Johnson 3d is a Director and the Chairman of FMR LLC and Abigail P. Johnson is a Director, the Vice President of FMR LLC. The address of Edward C. Johnson 3d and Abigail P. Johnson is c/o FMR LLC, 245 Summer Street, Boston, MA 02210.

Remark 2: Fidelity Management & Research Company, a wholly owned subsidiary of FMR LLC and an investment adviser registered with the SEC.

Remark 3: The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, the reporting person is a "covered person" under Section 16(b).

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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