

Aerpio Pharmaceuticals, Inc.
Form 3
March 17, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Novartis Bioventures Ltd</p> <p>(Last) (First) (Middle)</p> <p>C/O NOVARTIS INTERNATIONAL,Â AG</p> <p>WSJ-200.220</p> <p>(Street)</p> <p>BASEL,Â V8Â CH-4002</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/15/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Aerpio Pharmaceuticals, Inc. [NONE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 5,245,550 ⁽¹⁾ | I | See Footnote ⁽²⁾ |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Novartis Bioventures Ltd C/O NOVARTIS INTERNATIONAL AG WSJ-200.220 BASEL, V8 CH-4002 | ^ | ^ X | ^ | ^ |
| NOVARTIS AG LICHTSTRASSE 35 BASEL, V8 CH 4056 | ^ | ^ X | ^ | ^ |

Signatures

| | | |
|--------------------------------------|--|------------|
| /s/ Simon Zivi, Chairman | /s/ Laurieann Chaikowsky, Authorized signatory | 03/17/2017 |
| __Signature of Reporting Person | | Date |
| /s/ Simon Zivi, Authorized signatory | /s/ Laurieann Chaikowsky, Authorized signatory | 03/17/2017 |
| __Signature of Reporting Person | | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- These shares were acquired pursuant to an Agreement and Plan of Merger, dated as of March 7, 2017 (the "Merger Agreement"), pursuant to which a wholly-owned subsidiary of the Company merged with and into Aerpio Therapeutics, Inc. ("Aerpio"). Pursuant to the
- (1) Merger Agreement, the then outstanding shares of Aerpio's common stock and outstanding shares of each series of Aerpio's preferred stock were cancelled and were automatically converted into the right to received shares of the Company's common stock on 2.3336572-1 basis upon closing of the merger.
 - (2) The board of directors of Novartis Bioventures Ltd. has sole voting and investment control and power over such securities. None of the members of its board of directors has individual voting or investment power with respect to such securities and each disclaims beneficial ownership of such securities. Novartis Bioventures Ltd. is an indirectly owned subsidiary of Novartis AG.

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Remarks:
 Exhibit 24.1: Limited Power of Attorney

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.