| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OWB APPR | ted average burden | | | | | | | | |
|--------------------------|--------------------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average burden | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | |

| 1. Name and Address of Reporting Person* Yu K Peony | | | 2. Issuer Name and Ticker or Trading Symbol <u>FIBROGEN INC</u> [FGEN] | | ationship of Reporting Pe (all applicable) Director Officer (give title | rson(s) to Issuer 10% Owner Other (specify |
|---|---------|----------|--|------------------------|--|--|
| (Last) C/O FIBROGE 409 ILLINOIS | · | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/06/2019 | Α | below) Chief Medical | below) Officer |
| (Street) SAN FRANCISCO | СА | 94158 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | vidual or Joint/Group Filir Form filed by One Rep Form filed by More tha Person | porting Person |
| (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. Transa Code (8) | | | | | 5. Amount of Securities Beneficially Owned Following Reported | Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|------------------------------|---|----------|--------------------|---------|---|---|---|
| | | | Code | v | Amount | mount (A) or Price | | Transaction(s) (Instr. 3 and 4) | | (1130.1.4) |
| Common Stock | 06/06/2019 | | F | | 3,360(1) | D | \$38.31 | 179,698 ⁽²⁾ | D | |

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

| | | | (5/1 | , | , | | | | | | | | | | |
|---|---|--|---|------------------------------|---|-----|-----|--|---|-------|---|--|--|---------------------------------------|--|
| 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. Transa Code (8) | | of | | 6. Date Exerc Expiration Da (Month/Day/Y | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Represents shares withheld by the issuer to satisfy a tax obligation realized by the reporting person upon the vesting of restricted stock units.

2. Includes 618 shares acquired on May 15, 2019 through the Issuer's Employee Stock Purchase Plan.

Remarks:

/s/ Dorothy Pacini, Attorney-06/07/2019 in-fact

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.