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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 30, 2019

FibroGen, Inc.
(Exact name of registrant as specified in its charter)

Delaware	001-36740	77-0357827
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

FibroGen, Inc.
409 Illinois Street
San Francisco, CA 94158
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (415) 978-1200

Former name or former address, if changed since last report: Not Applicable

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, $0.01 par value	**FGEN**	**The Nasdaq Global Select Market**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Appointment of New Director

Effective as of June 10, 2019, the Board of Directors (the "Board") of FibroGen, Inc. (the "Company") appointed Suzanne Blaug as a Class II director of the Company, upon the recommendation of the Nominating and Corporate Governance Committee. A copy of the Company's press release announcing Ms. Blaug's appointment to the Board is attached as Exhibit 99.1 to this report.

Ms. Blaug will hold office for the term expiring at the Company's 2022 annual meeting of stockholders and she will receive compensation as a non-employee director of the Company under the Company's Non-Employee Director Compensation Policy, as amended.

Ms. Blaug and the Company have also entered into the Company's standard Indemnity Agreement, effective June 5, 2019, a form of which is filed as Exhibit 10.26 with the Company's registration statement on Form S-1, as amended, filed with the SEC on October 23, 2014.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2019 annual meeting of stockholders of FibroGen, Inc. held on June 5, 2019, the stockholders voted on the three proposals listed below. The proposals are described in detail in the Company's definitive proxy statement for the 2019 annual meeting, filed with the Securities and Exchange Commission on April 23, 2019. The results of the matters voted upon at the meeting were:

(1) All of the Class II nominees of the Board were elected to hold office until the Company's 2022 annual meeting of stockholders. The nominees were: (i) Jeffrey L. Edwards: 58,205,199 shares of Common Stock voted for, 495,694 withheld, and 15,013,904 broker non-votes; (ii) Rory B. Riggs: 56,396,919 shares of Common Stock voted for, 2,303,974 withheld, and 15,013,904 broker non-votes; and (iii) Roberto Pedro Rosenkranz, Ph.D., M.B.A.: 57,593,920 shares of Common Stock voted for, 1,106,973 withheld, and 15,013,904 broker non-votes.

The term of office of Class III directors Thomas F. Kearns Jr., Kalevi Kurkijärvi, Ph.D., Gerald Lema, and Toshinari Tamura, Ph.D. continues until the Company's 2020 annual meeting of stockholders. The term of office of Class I directors Thomas B. Neff, Jeffrey W. Henderson, Maykin Ho, Ph.D., and James A. Schoeneck continues until the Company's 2021 annual meeting of stockholders.

(2) The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the 2019 definitive proxy statement: 57,771,549 shares of Common Stock voted for, 870,314 against, and 59,030 abstaining.

(3) The stockholders ratified the selection by the Audit Committee of the Board of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2019: 73,347,894 shares of Common Stock voted for, 209,480 against, and 157,423 abstaining.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release titled "FibroGen Appoints Suzanne Blaug to Board of Directors" dated June 5, 2019

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIBROGEN, INC.

Dated: June 5, 2019

By: /s/ Michael Lowenstein
Michael Lowenstein
Chief Legal Officer

FIBROGEN APPOINTS SUZANNE BLAUG TO BOARD OF DIRECTORS

SAN FRANCISCO, June 5, 2019 — FibroGen, Inc. (NASDAQ: FGEN), a leading biopharmaceutical company discovering and developing a pipeline of first-in-class therapeutics, today announced the appointment of Suzanne Blaug as an independent director to FibroGen's Board of Directors.

"Suzanne Blaug joins the FibroGen Board of Directors at a key time for the company. Her experience in commercial strategy and management and bringing new biopharmaceutical products to market in numerous therapeutic areas globally will be an invaluable asset as we and our partners advance roxadustat towards regulatory milestones and commercialization in the U.S. and international markets, and as our pamrevlumab program enters Phase 3 clinical development in multiple therapeutic areas," said Thomas B. Neff, Chief Executive Officer.

"I am excited to join FibroGen's Board as the company prepares for critical next steps in the regulatory and commercial development of roxadustat for the treatment of anemia associated with CKD and in other important applications in the treatment of anemia. I am also quite impressed by the breadth of development opportunities for FibroGen's lead anti-fibrosis therapeutic, which has demonstrated promising potential in several disease applications," Ms. Blaug added. "I look forward to working with Tom Neff and the entire Board of Directors in growing value for shareholders and advancing these innovative therapeutics to patients."

Suzanne Blaug has more than 30 years of strategic and commercial experience in the biopharmaceutical industry. She has successfully brought new drugs to market at the global, regional, and local country levels in multiple therapeutic areas including Oncology, Cardiovascular, Immunology, Nephrology, Infectious Diseases, Neurology, and Psychiatry. Ms. Blaug most recently served as Senior Vice President, Global Marketing and Commercial Development at Amgen Inc. from 2012 to 2018. From 2004 until 2012, she was at Johnson & Johnson, where she held several positions including Head of Janssen Alzheimer Immunotherapy, Vice President Strategic Marketing and New Business Development at Janssen Europe, and Area Managing Director—UK, Italy, and Greece. Ms. Blaug started her career at Bristol-Myers Squibb in 1983, where she held numerous marketing, strategic, and general management positions in the U.S., Europe, Australia, and New Zealand. Ms. Blaug is currently a senior advisor at McKinsey & Company, and she serves on the Healthcare at Kellogg Advisory Council at Northwestern University, as well as the Center for the Business of Healthcare Corporate Advisory Board at the University of North Carolina. Ms. Blaug received her Bachelor of Science degree from the University of North Carolina at Chapel Hill, and her Master of Business Administration from the Kellogg School of Management at Northwestern University.

About FibroGen

FibroGen, Inc., headquartered in San Francisco, California, with subsidiary offices in Beijing and Shanghai, People's Republic of China, is a leading biopharmaceutical company discovering and developing a pipeline of first-in-class therapeutics. The company applies its pioneering expertise in hypoxia-inducible factor (HIF), connective tissue growth factor (CTGF) biology, and clinical development to advance innovative medicines

for the treatment of anemia, fibrotic disease, and cancer. Roxadustat, the company's most advanced product candidate, is an oral small molecule inhibitor of HIF prolyl hydroxylase activity, completing worldwide Phase 3 clinical development for the treatment of anemia in chronic kidney disease (CKD), with a New Drug Application (NDA) now approved by the National Medical Products Administration (NMPA) in China. Our partner Astellas submitted an NDA for the treatment of anemia in CKD patients on dialysis in Japan in September 2018, which is currently under review by the Pharmaceuticals and Medical Devices Agency (PMDA). Roxadustat is in Phase 3 clinical development in the U.S. and Europe and in Phase 2/3 development in China for anemia associated with myelodysplastic syndromes (MDS). Pamrevlumab, an anti-CTGF human monoclonal antibody, is advancing towards Phase 3 clinical development for the treatment of idiopathic pulmonary fibrosis (IPF) and pancreatic cancer, and is currently in a Phase 2 trial for Duchenne muscular dystrophy (DMD). FibroGen is also developing a biosynthetic cornea in China. For more information, please visit www.fibrogen.com.

Forward-Looking Statements

This release contains forward-looking statements regarding our strategy, future plans and prospects, including statements regarding the development of roxadustat and pamrevlumab, the potential safety and efficacy profile of our product candidates, and our clinical and regulatory plans. These forward-looking statements include, but are not limited to, statements about our plans, objectives, representations and contentions and are not historical facts and typically are identified by use of terms such as "may," "will", "should," "on track," "could," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential," "continue" and similar words, although some forward-looking statements are expressed differently. Our actual results may differ materially from those indicated in these forward-looking statements due to risks and uncertainties related to the continued progress and timing of our various programs, including the enrollment and results from ongoing and potential future clinical trials, and other matters that are described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018, and our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2019 filed with the Securities and Exchange Commission (SEC), including the risk factors set forth therein. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release, and we undertake no obligation to update any forward-looking statement in this press release, except as required by law.

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Contact

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