FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | |
|--------------------------|-----|--|--|--|--|--|--|--|
| OMB Number: 3235-028 | | | | | | | | |
| Estimated average burden | | | | | | | | |
| hours per response: | 0.5 | | | | | | | |

| | Check this box if no longer subject to | |
|--------|--|--|
| \neg | Section 16. Form 4 or Form 5 | |
| _ | obligations may continue. See | |
| | Instruction 1(b). | |

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

| Name and Address of Reporting Person* <u>Eisner Mark</u> | | | | 2. Issuer Name and Ticker or Trading Symbol FIBROGEN INC [FGEN] | | | | | | | (Che | ck all applic | able) | ng Person(s) to Issuer 10% Owner Other (specify | | ner | | | |
|--|--|------------|-------------------------------|---|--|---|--------|------------|--|--------|--|-----------------|--|---|--|--------|--|---|--|
| | ast) (First) (Middle) /O FIBROGEN, INC. 09 ILLINOIS ST. | | | 3. Date of Earliest Transaction (Month/Day/Year) 10/04/2021 | | | | | | | | | X Officer (give title Officer (specify below) Chief Medical Officer | | | | | | |
| (Street) SAN FRANCI (City) | | | 94158 (Zip) | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | 6. Inc Line) | ′ | | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | |
| Date | | | 2. Transa Date (Month/D | Day/Year) i | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Code (| Transaction Disposed Code (Instr. 5) | | ties Acquir I Of (D) (In | | 4 and Securitie Benefici | | es For ally (D) Following (I) (| | Direct of Indirect Istr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | | Code | v | Amount | mount (A) or (D) | | Price | Transact (Instr. 3 a | ion(s) | | | (11150.4) | |
| Common Stock 10/ | | | 10/04/ | 4/2021 | | | | A | | 74,520 | 74,520 ⁽¹⁾ A S | | \$0.00 | 0 109,520 | | D | | | |
| | 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) | Derivative Conversion Date Execution Date, or Exercise (Month/Day/Year) if any | | ate, Tr | 4. Transaction Code (Instr. 8) | | n of E | | Expiration | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amoun of Securities Underlying Derivative Security (Instr. 3 and 4) | | curity | 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) | |
| | | | | C | ode | v | (A) | (D) | Date Exercisal | | Expiration Date | Title | or Nu of | nount mber ares | | | | | |
| Stock Option (Right to Buy) | \$9.93 | 10/04/2021 | | | A | | 44,520 | | (2) | 1 | 10/04/2031 | Common Stock | 44 | ,520 | \$0.00 | 44,520 | | D | |

Explanation of Responses:

- 1. Represents the grant of restricted stock units. Twenty-five percent of the restricted stock units vest on each December 31, 2021, March 31, 2022, September 30, 2022 and March 31, 2023.
- 2. Fifty percent of the shares subject to the option vests on each September 30, 2022 and March 31, 2023.

Remarks:

/s/ Dorothy Pacini, Attorney-in-

10/06/2021

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.