

Ultragenyx Pharmaceutical Inc.
 Form 4
 November 18, 2016

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 *
 Huizenga Theodore Alan

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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/16/2016

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Controller and PAO

C/O ULTRAGENYX
 PHARMACEUTICAL INC., 60
 LEVERONI COURT
 (Street)

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

NOVATO, CA 94949

(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. 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)
				(A) or (D)	Price		
Common Stock	11/16/2016		M	2,000 A	\$ 21	13,134 ⁽¹⁾ ⁽²⁾	D
Common Stock	11/16/2016		S	2,000 D	\$ 79.73 ⁽³⁾	11,134 ⁽¹⁾ ⁽²⁾	D

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

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number.

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)	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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Options (Right to buy)	\$ 21	11/16/2016		M	2,000	(4) 01/29/2024	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Huizenga Theodore Alan C/O ULTRAGENYX PHARMACEUTICAL INC. 60 LEVERONI COURT NOVATO, CA 94949			Controller and PAO	

Signatures

/s/ Theodore A. Huizenga 11/18/2016

**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) Includes previously reported shares of common stock underlying Restricted Stock Units granted to the Reporting Person, which are subject to certain vesting conditions.

Due to a clerical error, the Forms 4 filed by the Reporting Person on each of June 19, 2015, December 18, 2015, January 19, 2016, February 17, 2016, May 24, 2016, and May 27, 2016 listed incorrect amounts in Column 5. The Form 4 filed on June 19, 2015 has been amended to reflect the correct share ownership following the reported transaction of 4,300 shares rather than 2,500 shares. The Form 4 filed on December 18, 2015 should have reflected 4,300 shares rather than 2,500 shares; the Form 4 filed on January 19, 2016 should have reflected 5,300 shares rather than 3,500 shares; the Form 4 filed on February 17, 2016 should have reflected 6,300 shares rather than 4,500 shares; the Form 4 filed May 24, 2016 should have reflected 6,134 shares rather than 4,334 shares; and the Form 4 filed on May 27, 2016 should have reflected 11,134 shares rather than 9,334 shares.

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$79.70 to \$79.82 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (3)
 - (4) 1/4 of the shares underlying the option vested on January 27, 2015, with 1/48th of the underlying shares vesting monthly thereafter, provided the Reporting Person has not terminated services with the Issuer.

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.