

Kindred Biosciences, Inc.  
Form 4  
September 30, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
NOELMAN OLEG

(Last) (First) (Middle)

C/O KINDRED BIOSCIENCES, INC., 1499 BAYSHORE HIGHWAY, SUITE 226

(Street)

BURLINGAME, CA 94010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Kindred Biosciences, Inc. [KIN]

3. Date of Earliest Transaction (Month/Day/Year)  
09/29/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 09/29/2014                           |  | P                              |   | 44,410  | A  | \$ 9.5597   |
|                                 |                                      |  |                                |   | 490,936   | I  | (3)   |
|                                 |                                      |  |                                |   |   |  | By EcoR1 Capital Fund, L.P. (1)                       |
| Common Stock                    | 09/29/2014                           |  | P                              |   | 55,590  | A  | \$ 9.5597   |
|                                 |                                      |  |                                |   | 614,495   | I  | (3)   |
|                                 |                                      |  |                                |   |   |  | By EcoR1 Capital Fund Qualified, L.P. (2)             |
| Common Stock                    |                                      |  |                                |   | 50,000  | D  |   |



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The shares owned directly by each of Capital Fund and Qualified Fund have been adjusted from the previous Form 4 filed by Mr.

- (3) Nodelman with respect to securities of the Issuer to give effect to transfers of shares between Capital Fund and Qualified Fund in connection with periodic rebalancing transactions, which occurred prior to the transactions reported herein.

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

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