

ChemoCentryx, Inc.
Form 8-K
February 25, 2015

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): February 23, 2015

CHEMOCENTRYX, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-35420
(Commission

File Number)

94-3254365
(IRS Employer

Identification No.)

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850 Maude Avenue, Mountain View, CA
(Address of Principal Executive Offices)

94043
(Zip Code)

Registrant's telephone number, including area code: (650) 210-2900

(Former name or former address, if changed since last report.)

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 (*see* General Instruction A.2. below):

- .. 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))

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

On February 23, 2015, the Compensation Committee (the **Committee**) of the Board of Directors (the **Board**) of ChemoCentryx, Inc. (the **Company**) established the base salaries to be paid to the executive officers listed below (the **Named Executive Officers**), effective January 1, 2015 and also approved cash bonus payments for the 2014 fiscal year to be paid to each of the Named Executive Officers and set target cash bonuses for the 2015 fiscal year for each of the Named Executive Officers. In addition, on February 23, 2015, the Compensation Committee of the Board of Directors (the **Committee**) of ChemoCentryx, Inc. (the **Company**) approved and awarded stock options to the executive officers listed below (the **Named Executive Officers**) under the Company's 2012 Equity Incentive Award Plan. The exercise price per share of such stock options is \$8.19, the closing price per share of the Company's common stock on February 23, 2015. Twenty-five percent of the total number of shares of common stock subject to each Named Executive Officer's option will vest on January 1, 2016, and 1/48th of the total number of shares of common stock subject to such option will vest monthly thereafter, subject to such Named Executive Officer's continued employment or service relationship with the Company on each such vesting date.

The new base salaries, 2015 target cash bonus payments, actual 2014 cash bonus payments and stock option grants are as follows:

| Name | Title | 2015 Base Salary | 2015 Target Cash Bonus | 2014 Actual Cash Bonus | Stock Options |
|----------------------------|---|---------------------------------|---------------------------------------|-----------------------------------|--------------------------|
| Thomas J. Schall, Ph.D. | President and Chief Executive Officer | \$ 571,450 | \$ 285,725 | \$ 247,500 | 420,000 |
| Markus J. Cappel, Ph.D. | Chief Business Officer and Treasurer | \$ 379,235 | \$ 132,732 | \$ 114,975 | 155,000 |
| Susan M. Kanaya | Senior Vice President, Finance, Chief Financial Officer and Secretary | \$ 415,600 | \$ 145,460 | \$ 126,000 | 205,000 |
| Petrus Bekker, M.D., Ph.D. | Chief Medical Officer | \$ 410,405 | \$ 143,642 | \$ 124,425 | 234,000 |

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.

Date: February 25, 2015

CHEMOCENTRYX, INC.

By: /s/ Susan M. Kanaya

Name: Susan M. Kanaya

Title: Senior Vice President, Finance, Chief Financial
Officer and Secretary