

NantKwest, Inc.
Form 3
July 27, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â SOON-SHIONG PATRICK

(Last) (First) (Middle)

C/O NANTKWEST, INC.,Â 2533 SOUTH
COAST HIGHWAY 101, SUITE 210

(Street)

CARDIFF-BY-THE-SEA,Â CAÂ 92007-2133

(City) (State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)
07/27/2015

3. Issuer Name and Ticker or Trading Symbol
NantKwest, Inc. [NK]

4. Relationship of
Reporting Person(s) to
Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	40,566,557	I	See footnote ⁽¹⁾

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)		
Warrant (right to buy)	Â (2)	07/27/2018	Common Stock 9,257	\$ 1.6204	I	See footnote (3)
Warrant (right to buy)	Â (4)	03/24/2019	Common Stock 17,589,250	\$ 1.9984	D	Â
Stock Option (right to buy)	Â (5)	03/24/2019	Common Stock 1,851,500	\$ 2.1983	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOON-SHIONG PATRICK C/O NANTKWEST, INC. 2533 SOUTH COAST HIGHWAY 101, SUITE 210 CARDIFF-BY-THE-SEA, CA 92007-2133	Â X	Â X	Â Chairman and CEO	Â
Cambridge Equities, LP C/O NANTKWEST, INC. 2533 SOUTH COAST HIGHWAY 101, SUITE 210 CARDIFF-BY-THE-SEA, CA 92007-2133	Â	Â X	Â	Â
MP 13 Ventures, LLC C/O NANTKWEST, INC. 2533 SOUTH COAST HIGHWAY 101, SUITE 210 CARDIFF-BY-THE-SEA, CA 92007-2133	Â	Â X	Â	Â

Signatures

/s/ Patrick Soon-Shiong and /s/ Charles Kenworthy, Manager of MP 13 Ventures, on behalf of itself and as General Partner of Cambridge Equities

07/27/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Shares held by Cambridge Equities, LP ("Cambridge Equities"). MP 13 Ventures, LLC ("MP 13 Ventures") is the general partner of
- (1) Cambridge Equities and may be deemed to have beneficial ownership of the shares held by Cambridge Equities. The reporting person is the sole member of MP 13 Ventures and has voting and dispositive power over the shares held by Cambridge Equities.
 - (2) Warrant is immediately exercisable.
Warrant held by Cambridge Equities. MP 13 Ventures is the general partner of Cambridge Equities and may be deemed to have beneficial ownership of the warrant and the shares issued upon the exercise of the warrant held by Cambridge Equities.
 - (3) The reporting person is the sole member of MP 13 Ventures and has voting and dispositive power over the warrant and the shares issued upon the exercise of the warrant held by Cambridge Equities.
 - (4) 185,150 of the shares subject to the warrant shall vest and become exercisable monthly for forty (40) months beginning April 1, 2015. The remaining 10,183,250 shares subject to the warrant shall vest and become exercisable upon the completion of certain milestones as defined in the warrant. If the reporting person's employment is terminated without "cause" or if the reporting person resigns for "good reason" (as such terms are defined in the reporting person's employment agreement), the shares subject to the warrant shall fully vest and

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become exercisable.

- Subject to the reporting person's continuing service, one forty-eighth (1/48th) of the shares subject to the option shall vest each month on the same day as the vesting commencement date, such that the shares subject to the option shall become fully vested and exercisable on the fourth (4th) anniversary of the vesting commencement date. The vesting commencement date for this option is March 24, 2015. The
- (5) shares subject to the option shall fully vest and become exercisable upon a change in control, as defined in the reporting person's employment agreement. If the reporting person's employment is terminated without "cause" or if the reporting person resigns for "good reason" (as such terms are defined in the reporting person's employment agreement), the shares subject to the option shall fully vest and become exercisable.

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.