## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

l	OMB APPROVAL									
l	OMB Number:	3235-0287								
l	Estimated average burden									
l	hours per response:	0.5								

Check this box if no longer subject to 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

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Name and Address of Reporting Person*     BJERKHOLT ERIC						2. Issuer Name <b>and</b> Ticker or Trading Symbol CHINOOK THERAPEUTICS, INC. [KDNY								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
BJEKK	COULT E	<u>KIU</u>													Directo	•		10% Ow		
(Loot) (First) (Middle)						Date of Earliest Transaction (Month/Day/Year)									below)	(give title	give title Other (spec below)		респу	
(Last) (First) (Middle) C/O CHINOOK THERAPEUTICS, INC.							08/11/2023								Chief Financial Officer					
400 FAIRVIEW AVE. NO., 9TH FLOOR							4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Chroch)														)	X Form filed by One Reporting Person					
(Street) SEATTLE WA 98109						Form filed by More than One Reporting Person											ting			
(City) (State) (Zip)						Rule 10b5-1(c) Transaction Indication														
						Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.														
		Tal	ble I - Noi	n-Deriv	vative	e Se	ecur	ities Ac	quired, I	Disp	osed o	of, or	Bene	ficially	/ Owned					
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da						Execution Date		Transaction Disposed (Code (Instr. 5)			ities Acquired (A) or d Of (D) (Instr. 3, 4 a			5. Amour Securitie Beneficia Owned F	es For ally (D) Following (I) (		n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	. (	(A) or (D)	Price	Reported Transact (Instr. 3 a	on(s)			Instr. 4)		
Common Stock 08/11/2						/2023		D		39,371(1)		D	(2)		0		D			
			Table II -						uired, Di s, options						Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	onversion Exercise (Month/Day/Year) rice of erivative		Date, 1	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 Securities Underlying Derivative Security (Instr. 3 and 4)			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)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V (A) (D)		Date Exp Exercisable Date		kpiration ate	Amou or Numb of Sha											
Stock Option (Right to Buy)	\$13.98	08/11/2023			D			144,787	(3)	11	/29/2030	Commo Stock		14,787	\$26.02	0		D		
Charle										$\top$		ĺ				Ì			1	

## **Explanation of Responses:**

Option

Buy) Stock Option

(Right to

(Right to

(Right to

Buy) Restricted

Stock

Units Restricted

Units Restricted Stock

Units Restricted

Stock

Units Restricted

Stock

Units

Buy) Stock Option \$15.14

\$12.9

\$25,27

(7)

(7)

(7)

(7)

08/11/2023

08/11/2023

08/11/2023

08/11/2023

08/11/2023

08/11/2023

08/11/2023

08/11/2023

1. The number of shares reported includes 504 shares of the Issuer's Common Stock acquired, since that date of the reporting person's previous Form 4 filing, pursuant to the Issuer's employee stock purchase plan in transactions exempt from reporting under Rules 16b-3(c) and 16b-3(d).

21,501

88,000

84,000

16,415

2,435

14,667

21,000

8 400

(4)

(5)

(6)

(9)

(10)

(11)

(12)

02/09/2031

01/31/2032

01/30/2033

(8)

(9)

(10)

(11)

(12)

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D

21,501

88,000

84,000

16,415

2,435

14,667

21,000

8,400

Stock

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Stock

Stock

Stock

Stock

Stock

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Stock

Commor

\$24.86

\$27.1

\$14.73

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- 2. The reported securities were disposed of pursuant to the Merger Agreement (defined in the Remarks below). Upon effectiveness of the Merger (defined in the Remarks below), in exchange for each share of the Issuer's Common Stock, the reporting person received: (i) \$40.00 in cash, without interest and less applicable withholding taxes; and (ii) one contractual contingent value right (each, a "CVR"), entitling the reporting person to additional cash payments upon the achievement of certain future business milestones pursuant to the Contingent Value Rights Agreement (the "Contingent Value Rights Agreement") entered into concurrent with completion of the Merger.
- 3. This stock option award, which provided for 25% of the award to vest on November 30, 2021 and ratable vesting in 36 additional monthly installments thereafter, became fully vested and was canceled upon effectiveness of the Merger, and was converted into the right to receive, with respect to each share of the Issuer's Common Stock underlying such option, (i) a cash payment representing the excess, if any, of the per share merger consideration (\$40.00 per share) over the per share exercise price for such option, without interest, and (ii) one CVR, entitling the reporting person to additional cash payments upon the achievement of certain future business milestones pursuant to the Contingent Value Rights Agreement entered into concurrent with the completion of the Merger, in each case subject to applicable withholding taxes

- 4. This stock option award, which provided for 25% of the award to vest on February 10, 2022 and ratable vesting in 36 additional monthly installments thereafter, became fully vested and was canceled upon effectiveness of the Merger, and was converted into the right to receive, with respect to each share of the Issuer's Common Stock underlying such option, (i) a cash payment representing the excess, if any, of the per share merger consideration (\$40.00 per share) over the per share exercise price for such option, without interest, and (ii) one CVR, entitling the reporting person to additional cash payments upon the achievement of certain future business milestones pursuant to the Contingent Value Rights Agreement entered into concurrent with the completion of the Merger, in each case subject to applicable withholding taxes.
- 5. This stock option award, which provided for 25% of the award to vest on January 31, 2023 and ratable vesting in 36 additional monthly installments thereafter, became fully vested and was canceled upon effectiveness of the Merger, and was converted into the right to receive, with respect to each share of the Issuer's Common Stock underlying such option, (i) a cash payment representing the excess, if any, of the per share merger consideration (\$40.00 per share) over the per share exercise price for such option, without interest, and (ii) one CVR, entitling the reporting person to additional cash payments upon the achievement of certain future business milestones pursuant to the Contingent Value Rights Agreement entered into concurrent with the completion of the Merger, in each case subject to applicable withholding tayles.
- 6. This stock option award, which provided for 25% of the award to vest on January 31, 2024 and ratable vesting in 36 additional monthly installments thereafter, became fully vested and was canceled upon effectiveness of the Merger, and was converted into the right to receive, with respect to each share of the Issuer's Common Stock underlying such option, (i) a cash payment representing the excess, if any, of the per share merger consideration (\$40.00 per share) over the per share exercise price for such option, without interest, and (ii) one CVR, entitling the reporting person to additional cash payments upon the achievement of certain future business milestones pursuant to the Contingent Value Rights Agreement entered into concurrent with the completion of the Merger, in each case subject to applicable withholding taxes.
- 7. When granted, each restricted stock unit ("RSU") represented a contingent right to receive one share of the Issuer's Common Stock upon settlement.
- 8. When granted, the RSU award provided for ratable vesting in annual installments of one-third beginning on November 30, 2021. Pursuant to the Merger Agreement, at the effective time of the Merger, the RSU award was cancelled and converted into the right to receive, with respect to each share of the Issuer's Common Stock underlying such RSU, (i) a cash payment equal to \$40.00 (without interest and subject to any applicable tax withholding), and (ii) one CVR.
- 9. When granted, the RSU award provided for ratable vesting in annual installments of one-third beginning on February 10, 2022. Pursuant to the Merger Agreement, at the effective time of the Merger, the RSU award was cancelled and converted into the right to receive, with respect to each share of the Issuer's Common Stock underlying such RSU, (i) a cash payment equal to \$40.00 (without interest and subject to any applicable tax withholding), and (ii) one CVR.
- 10. When granted, the RSU award provided for ratable vesting in annual installments of one-third beginning on January 31, 2023. Pursuant to the Merger Agreement, at the effective time of the Merger, the RSU award was cancelled and converted into the right to receive, with respect to each share of the Issuer's Common Stock underlying such RSU, (i) a cash payment equal to \$40.00 (without interest and subject to any applicable tax withholding), and (ii) one CVR.
- 11. When granted, the RSU award provided for ratable vesting in annual installments of one-third beginning on January 31, 2024. Pursuant to the Merger Agreement, at the effective time of the Merger, the RSU award was cancelled and converted into the right to receive, with respect to each share of the Issuer's Common Stock underlying such RSU, (i) a cash payment equal to \$40.00 (without interest and subject to any applicable tax withholding), and (ii) one CVR.
- 12. When granted, the RSU award provided for the vesting of restricted stock units for shares of the Issuer's Common Stock contingent upon the achievement of certain performance-based vesting conditions. Pursuant to the Merger Agreement, at the effective time of the Merger, the performance-based RSU award was cancelled and converted into the right to receive, with respect to each share of the Issuer's Common Stock underlying such RSU, (i) a cash payment equal to \$40.00 (without interest and subject to any applicable tax withholding), and (ii) one CVR.

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The reported securities were disposed of by the reporting person pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of June 11, 2023, by and among Novartis AG, a company organized under the laws of Switzerland ("Parent"), Cherry Merger Sub Inc., a Delaware corporation and an indirect wholly owned subsidiary of Parent ("Merger Sub"), and the Issuer, which was previously disclosed by the Issuer on its Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on June 12, 2023 (File No. 001-37345). In connection with the closing of the transactions contemplated by the Merger Agreement, on August 11, 2023, Merger Sub merged (the "Merger") with and into the Issuer, with the Issuer surviving as a wholly-owned subsidiary of Parent.

/s/ Kirk Schumacher, Attorneyin-Fact

08/11/2023

\*\* 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.