SEC Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Frohlich Tom (Last) (First) (Middle) C/O CHINOOK THERAPEUTICS, INC. 400 FAIRVIEW AVE. NO., 9TH FLOOR (Street) SEATTLE WA 98102			2. Issuer Name and Ticker or Trading Symbol <u>CHINOOK THERAPEUTICS, INC.</u> [KDNY]		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner Officer (give title Other (specify below) below) Chief Operating Officer		
			3. Date of Earliest Transaction (Month/Day/Year) 02/10/2022				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	vidual or Joint/Group Filing (Check Applicabl Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Table I - Non-De	rivative Securities Acquired, Disposed of, or Bene	ficially	Owned		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	02/10/2022		М		6,801	A	(1)	141,420	D	
Common Stock	02/11/2022		S ⁽²⁾		3,735	D	\$12.7408 ⁽³⁾	137,685	D	

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

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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. Transa Code (8)		of		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 Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (RSU)	(4)	02/10/2022		М			6,802	(5)	02/10/2024	Common Stock	6,802	\$0.00	13,604	D	

Explanation of Responses:

1. Restricted stock units convert into common stock on a one-for-one basis.

2. Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of RSUs. These sales are mandated by the Issuer's election under its equity incentive plans to require the satisfaction of a tax withholding obligation to be funded by a "sell to cover" transaction and do not represent discretionary trades by the Reporting Person.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.62 to \$12.74, 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 ranges set forth herein.

4. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

5. The RSUs vests as to one-third (1/3) of the total restricted stock units in equal annual installments beginning on February 10, 2022, until fully vested, subject to the reporting person's provision of service to the Issuer on each vesting date.

Remarks:

<u>/s/ Kirk Schumacher, Attorney-</u> 02/14/2022 in-Fact

** 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.