

Dermira, Inc.
Form 4
August 16, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Griffith Christopher M.

(Last) (First) (Middle)

C/O DERMIRA, INC., 275
MIDDLEFIELD ROAD, SUITE 150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Dermira, Inc. [DERM]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2016

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)
VP Corp. Dev. & Strategy

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/15/2016		M		287 A \$ 1.74	44,941	D
Common Stock	08/15/2016		M		1,016 A \$ 1.218	45,957	D
Common Stock	08/15/2016		S ⁽¹⁾		1,303 D 31.75	44,654	D
Common Stock	08/15/2016		M		360 A \$ 0	45,014	D
Common Stock	08/15/2016		F		136 D \$ 31.59	44,878 ⁽³⁾	D

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

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(9-02)

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

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. 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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Options (Right to buy)	\$ 1.74	08/15/2016		M	287	<u>(4)</u> 02/06/2024	Common Stock	287
Employee Stock Options (Right to buy)	\$ 1.218	08/15/2016		M	1,016	<u>(5)</u> 01/03/2023	Common Stock	1,016
Restricted Stock Unit	<u>(6)</u>	08/15/2016		M	360	<u>(7)</u> <u>(7)</u>	Common Stock	360

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Griffith Christopher M. C/O DERMIRA, INC. 275 MIDDLEFIELD ROAD, SUITE 150 MENLO PARK, CA 94025			VP Corp. Dev. & Strategy	

Signatures

/s/ Christine Ring, by power of attorney
08/16/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) These trades were made pursuant to a Rule 10b5-1 trading plan.

This transaction was executed in multiple trades at prices ranging from \$31.53 to \$31.99. The price reported above reflects the weighted

(2) average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) These shares include prior ESPP purchases.

25% of the total shares underlying the option vested and became exercisable on February 9, 2015 (the one-year anniversary of the vesting

(4) commencement date) and 1/48 of the total shares underlying the option vest and become exercisable each month thereafter, subject to the continuing employment of the Reporting person on the applicable vesting date.

25% of the total shares underlying the option vested and became exercisable on January 4, 2014 (the one-year anniversary of the vesting

(5) commencement date) and 1/48 of the total shares underlying the option vest and become exercisable each month thereafter, subject to the continuing employment of the Reporting person on the applicable vesting date.

(6) Each RSU represents a contingent right to receive one share of DERM common stock.

(7) Vested as to 10% of the shares on August 15, 2016, Will vest 30% on August 15, 2017, 30% on August 15, 2018, 30% on August 15, 2019, subject to the continuing employment of the Reporting Person on each vesting date.

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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