

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden
hours per response: 0.5

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

<div>1. Name and Address of Reporting Person*</div> <div><u>New Enterprise Associates 12. Limited Partnership</u></div> <div>(Last) (First) (Middle)</div> <div>1954 GREENSPRING DRIVE</div> <div>SUITE 600</div> <div>(Street)</div> <div>TIMONIUM MD 21093</div> <div>(City) (State) (Zip)</div>	<div>2. Date of Event Requiring Statement (Month/Day/Year)</div> <div>06/18/2014</div>	<div>3. Issuer Name and Ticker or Trading Symbol</div> <div><u>ARDELYX, INC.</u> [ARDX]</div> <div>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director <input checked="" type="checkbox"/> 10% Owner</div> <div>Officer (give title below) Other (specify below)</div> <div>5. If Amendment, Date of Original Filed (Month/Day/Year)</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>Form filed by One Reporting Person</div> <div><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</div>
--	--	---

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)
---------------------------------	---	--	---

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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock ⁽¹⁾	(2)	(3)	Common Stock	1,415,642 ⁽⁴⁾	0	D ⁽⁵⁾	
Series B Preferred Stock ⁽¹⁾	(2)	(3)	Common Stock	4,404,887 ⁽⁴⁾	0	D ⁽⁵⁾	
Series B Preferred Stock Purchase Warrant ⁽¹⁾⁽⁶⁾	(2)	11/16/2020 ⁽⁶⁾	Series B Preferred Stock	217,975 ⁽⁴⁾	0.09	D ⁽⁵⁾	
Series B Preferred Stock Purchase Warrant ⁽¹⁾⁽⁶⁾	(2)	04/14/2021 ⁽⁶⁾	Series B Preferred Stock	72,658 ⁽⁴⁾	0.09	D ⁽⁵⁾	

1. Name and Address of Reporting Person*		
<u>New Enterprise Associates 12. Limited Partnership</u>		
(Last)	(First)	(Middle)
1954 GREENSPRING DRIVE		
SUITE 600		
(Street)		
TIMONIUM	MD	21093
(City) (State) (Zip)		

1. Name and Address of Reporting Person*

[NEA Partners 12, Limited Partnership](#)

(Last) (First) (Middle)
1954 GREENSPRING DRIVE
SUITE 600

(Street)
TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[NEA 12 GP, LLC](#)

(Last) (First) (Middle)
1954 GREENSPRING DRIVE
SUITE 600

(Street)
TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BARRETT M JAMES](#)

(Last) (First) (Middle)
1954 GREENSPRING DRIVE
SUITE 600

(Street)
TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BARRIS PETER J](#)

(Last) (First) (Middle)
1954 GREENSPRING DRIVE
SUITE 600

(Street)
TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BASKETT FOREST](#)

(Last) (First) (Middle)
1954 GREENSPRING DRIVE
SUITE 600

(Street)
TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>DRANT RYAN D</u>		
(Last)	(First)	(Middle)
1954 GREENSPRING DRIVE SUITE 600		
(Street)		
TIMONIUM	MD	21093
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person*		
<u>KERINS PATRICK J</u>		
(Last)	(First)	(Middle)
1954 GREENSPRING DRIVE SUITE 600		
(Street)		
TIMONIUM	MD	21093
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person*		
<u>KOLLURI KRISHNA KITTU</u>		
(Last)	(First)	(Middle)
1954 GREENSPRING DRIVE SUITE 600		
(Street)		
TIMONIUM	MD	21093
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person*		
<u>SANDELL SCOTT D</u>		
(Last)	(First)	(Middle)
1954 GREENSPRING DRIVE SUITE 600		
(Street)		
TIMONIUM	MD	21093
(City)		
(State)	(Zip)	

Explanation of Responses:

- Each share of Series A and Series B Preferred Stock will automatically convert on a one-to-one basis into Common Stock immediately prior to the consummation of the Issuer's initial public offering.
- The securities are immediately convertible or exercisable, as applicable.
- The expiration date is not relevant to the conversion of these securities.
- Reflects a one-for-nine reverse split of the Issuer's stock effected immediately prior to the consummation of the Issuer's initial public offering.
- The shares are directly held by New Enterprise Associates 12, Limited Partnership ("NEA 12") and indirectly held by NEA Partners 12, Limited Partnership ("NEA Partners 12"), the sole general partner of NEA 12, NEA 12 GP, LLC ("NEA 12 GP"), the sole general partner of NEA Partners 12, and the individual managers of NEA 12 GP (NEA Partners 12, NEA 12 GP and the individual managers of NEA 12 GP together, the "NEA 12 Indirect Reporting Persons"). The individual managers of NEA 12 GP are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Patrick J. Kerins, Krishna "Kittu" Kolluri, and Scott D. Sandell. The NEA 12 Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 12 shares in which the NEA 12 Indirect Reporting Persons have no pecuniary interest.
- The Series B Preferred Stock Purchase Warrants will be automatically exercised on a net basis into shares of Series B Preferred Stock based on the final public offering price of the Company's Common Stock immediately prior to the consummation of the Issuer's initial public offering. Such warrants cease to be exercisable following such initial public offering.

/s/ Sasha Keough, attorney-in-
fact 06/18/2014

** 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 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).

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.