| SEC Form 4 |  |
|------------|--|
|------------|--|

 $\square$ 

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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

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

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

| Estimated average burden |     |
|--------------------------|-----|
| hours per response:      | 0.5 |

| 1. Name and Address of Reporting Person*<br>JUE GEORGE |               |                | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>ARDELYX, INC.</u> [ ARDX ]     | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner  |
|--|---------------|----------------|---|---|
| (Last)<br>C/O ARDELY                                   | (First)       | (Middle)       | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/02/2015                          | X Officer (give title Other (specify below) VP, Operations  |
| 34175 ARDENWOOD BLVD, SUITE 200                        |               | ), SUITE 200   |   |   |
| (Street)<br>FREMONT<br>(City)                          | CA<br>(State) | 94555<br>(Zip) | <ul> <li> 4. If Amendment, Date of Original Filed (Month/Day/Year)</li> <li></li> </ul> | 6. Individual or Joint/Group Filing (Check Applicable<br>Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any | 3.<br>Transa<br>Code ( | Transaction Disposed Of (D) (Instr. 3, 4 and 5)<br>Code (Instr. |          |               |                                  | 5. Amount of<br>Securities<br>Beneficially                        | 6. Ownership<br>Form: Direct<br>(D) or Indirect | 7. Nature of<br>Indirect<br>Beneficial |
|---------------------------------|--|---|------------------------|---|----------|---------------|----------------------------------|---|---|--|
|                                 |  | (Month/Day/Year)                        | 8)<br>Code             | v   | Amount   | (A) or<br>(D) | Price                            | Owned Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | (l) (Instr. 4)                                  | Ownership<br>(Instr. 4)                |
| Common Stock                    | 03/02/2015                                 |   | S <sup>(1)</sup>       |   | 1,500(2) | D             | <b>\$</b> 15.8814 <sup>(3)</sup> | 24,134 <sup>(4)</sup>   | D   |  |
| Common Stock                    |  |   |                        |   |          |               |                                  | 69,444  | I   | See<br>Footnote <sup>(5)</sup>         |
| Common Stock                    |  |   |                        |   |          |               |                                  | 4,055   | I   | See<br>Footnote <sup>(6)</sup>         |

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

| (cigi, puts, cans, warrants, options, convertisie securities) |   |   |                             |   |   |   |   |     |  |                    |   |  |   |  | L                  |  |  |
|---|---|---|-----------------------------|---|---|---|---|-----|--|--------------------|---|--|---|--|--------------------|--|--|
|   | 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | cise (Month/Day/Year)<br>ve | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code (Instr.<br>8) |   | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | Ownership<br>Form: | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |   |   |                             |   | Code                                    | v | (A)   | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |                    |  |  |

**Explanation of Responses:** 

1. Transaction made pursuant to a 10b5-1 trading plan adopted by the Reporting Person on December 15, 2014.

2. Represents shares acquired under the Issuer's Employee Stock Purchase Plan on February 27, 2015.

3. This transaction was executed in multiple trades in prices ranging from \$15.52 to \$16.19, inclusive. The price reported in Column 4 above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

4. Includes an additional 35 shares acquired under the Issuer's Employee Stock Purchase Plan on February 27, 2015, which shares were not sold as part of the transactions reported herein.

5. The shares are directly held by George Jue and Gwendolyn Lowe Revocable Living Trust.

6. The shares are directly held by the Reporting Person's daughter.

#### **Remarks:**

<u>/s/ Elizabeth Grammer,</u> <u>Attorney-in-Fact for George</u> Jue

03/04/2015

\*\* 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.