SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Ad Sonsini Pe	2. Date of Even Requiring State (Month/Day/Yea 06/05/2015	ARDELYX, INC. [ARDX]											
(Last) (First) (Middle) 2855 SAND HILL ROAD					4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner					5. If Amendment, Date of Original Filed (Month/Day/Year)			
(Ctract)						Officer (give title below)		Other (spe below)			lividual or Joint cable Line)	/Group Filing (Check	
(Street) MENLO		0.4005								Х	Form filed by	y One Reporting Person	
PARK	CA	94025									Form filed by Reporting Po	y More than One erson	
(City)	(State)	(Zip)											
Table I - Non-Derivative Securities Beneficially Owned													
1. Title of Security (Instr. 4)					Beneficially Owned (Instr. 4)				4. Nature of Indirect Beneficial Ownership (Instr. 5)				
Common Stock						1,401,869		Ι		See Note 1 ⁽¹⁾			
Common Stock						1,401,869		Ι		See Note 2 ⁽²⁾			
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 Securiti Underlying Derivative Security		y (Instr. 4) Conv or Ex		rsion rcise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
			Date Exercisable	Expiratior Date	n Title			Amount or Number of Shares	Price of Derivativ Security		Direct (D) or Indirect (I) (Instr. 5)		
Common Stock Warrant (right to buy)			06/05/2015	06/05/2020	0	Common Stock		420,561	13.91		Ι	See Note 1 ⁽¹⁾	
Common Stock Warrant (right to buy)		06/05/2015	06/05/2020)	Common Stock		420,561	13.91		Ι	See Note 2 ⁽²⁾		

Explanation of Responses:

1. The Reporting Person is a manager of NEA 15 GP, LLC, ("NEA 15 GP") which is the sole general partner of NEA Partners 15, L.P. ("NEA Partners 15"). NEA Partners 15 is the sole general partner of New Enterprise Associates 15, L. P. ("NEA 15"), the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA 15 in which the Reporting Person has no pecuniary interest.

2. The Reporting Person is a manager of NEA 15 GP which is the sole general partner of NEA Partners 15-OF, L.P. ("NEA Partners 15-OF"). NEA Partners 15-OF is the sole general partner of NEA 15 Opportunity Fund, L. P. ("NEA Opportunity 15"), the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA Opportunity 15 in which the Reporting Person has no pecuniary interest.



** 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.