

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

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* <u>CMEA Ventures VII LP</u> (Last) (First) (Middle) <u>ONE LETTERMAN DRIVE</u> <u>BUILDING C, SUITE CM5400</u> (Street) <u>SAN FRANCISCO CA 94129</u> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>ARDELYX, INC. [ARDX]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
3. Date of Earliest Transaction (Month/Day/Year) <u>06/24/2014</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)		
			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/24/2014		C		2,840,466	A	(1)	2,840,466	I	See Footnote ⁽²⁾
Common Stock	06/24/2014		C		857,595	A	(1)	3,698,061	I	See Footnote ⁽²⁾
Common Stock	06/24/2014		P		308,905	A	\$14	4,006,966	I	See Footnote ⁽²⁾
Common Stock	06/24/2014		C		72,830	A	(1)	72,830	I	See Footnote ⁽³⁾
Common Stock	06/24/2014		C		21,989	A	(1)	94,819	I	See Footnote ⁽³⁾
Common Stock	06/24/2014		P		7,921	A	\$14	102,740	I	See Footnote ⁽³⁾

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 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				
Series B Preferred Stock Purchase Warrant	\$0.09	06/24/2014		X			131,912	(4)	11/16/2020	Series B Preferred Stock	131,912	(1)	0	I	See Footnote ⁽²⁾
Series B Preferred Stock Purchase Warrant	\$0.09	06/24/2014		X			43,970	(4)	04/14/2021	Series B Preferred Stock	43,970	(1)	0	I	See Footnote ⁽²⁾
Series B Preferred Stock Purchase Warrant	\$0.09	06/24/2014		X			3,382	(4)	11/16/2020	Series B Preferred Stock	3,382	(1)	0	I	See Footnote ⁽³⁾
Series B Preferred Stock Purchase Warrant	\$0.09	06/24/2014		X			1,127	(4)	04/14/2021	Series B Preferred Stock	1,127	(1)	0	I	See Footnote ⁽³⁾
Series B Preferred Stock	(1)	06/24/2014		X			175,882	(5)	(6)	Common Stock	174,750	(1)	2,841,598	I	See Footnote ⁽²⁾

**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 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				
Series B Preferred Stock	(1)	06/24/2014		X		4,479		(5)	(6)	Common Stock	4,479	(1)	72,860	I	See Footnote ⁽³⁾
Series B Preferred Stock	(1)	06/24/2014		J ⁽⁷⁾			1,132	(5)	(6)	Common Stock	1,132	(1)	2,840,466	I	See Footnote ⁽²⁾
Series B Preferred Stock	(1)	06/24/2014		J ⁽⁷⁾			30	(5)	(6)	Common Stock	30	(1)	72,830	I	See Footnote ⁽³⁾
Series B Preferred Stock	(1)	06/24/2014		C			2,840,466	(5)	(6)	Common Stock	2,840,466	(1)	0	I	See Footnote ⁽²⁾
Series B Preferred Stock	(1)	06/24/2014		C			72,830	(5)	(6)	Common Stock	72,830	(1)	0	I	See Footnote ⁽³⁾
Series A Preferred Stock	(1)	06/24/2014		C			857,595	(5)	(6)	Common Stock	857,595	(1)	0	I	See Footnote ⁽²⁾
Series A Preferred Stock	(1)	06/24/2014		C			21,989	(5)	(6)	Common Stock	21,989	(1)	0	I	See Footnote ⁽³⁾

1. Name and Address of Reporting Person*

[CMEA Ventures VII LP](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE
BUILDING C, SUITE CM5400

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CMEA VENTURES VII \(PARALLEL\) LP](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE
BUILDING C, SUITE CM500

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

Explanation of Responses:

- Each share of Series A Preferred and Series B Preferred Stock automatically converted into one share of Issuer's Common Stock upon the consummation of the Issuer's initial public offering (the "IPO"), and warrants to purchase Series B Preferred Stock automatically net exercised immediately prior to such conversion based on the Issuer's IPO stock price. The disposition and acquisition of warrant shares reported herein reflect the automatic withholding of shares by the company pursuant to such net exercise.
- The shares are directly held by CMEA Ventures VII, LP.
- The shares are directly held by CMEA Ventures (Parallel) VII, LP.
- The Series B Preferred Stock Purchase Warrants cease to be exercisable following the consummation of the IPO.
- The Series A Preferred and Series B Preferred Stock automatically converted into shares of Issuer's Common Stock on a 1:1 basis upon the completion of Issuer's IPO.
- The expiration date is not relevant to the conversion of these securities.
- Immediately prior to the closing of the IPO, the warrants automatically net exercised by their terms into Series B Preferred Stock, which allowed the holder to pay the exercise price of the warrants by forfeiting a portion of the exercised warrant shares with a value equal to the aggregate exercise price.

Remarks:

/s/ David Collier, David
Collier, Manager of CMEA
Ventures VII GP, LLC, General
Partner of CMEA Ventures VII
GP, L.P., General Partner of
CMEA Ventures VII, LP 06/24/2014

/s/ David Collier, David
Collier, Manager of CMEA
Ventures VII GP, LLC, General
Partner of CMEA Ventures VII 06/24/2014
GP, L.P., General Partner of
CMEA Ventures (Parallel), LP

** 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.