SEC Form 4

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	Invarie and Address of Reporting Person BASKETT FOREST (Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600		2. Issuer Name and Ticker or Trading Symbol <u>ARDELYX, INC.</u> [ARDX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner	
1954 GREENS			3. Date of Earliest Transaction (Month/Day/Year) 12/09/2021	Officer (give title Other (specify below) below)	
SUITE 600			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)				X Form filed by One Reporting Person	
TIMONIUM	MD	21093	_	Form filed by More than One Reporting Person	
(City)	(State)	(Zip)			

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

Table 1 - 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)		Transaction Disposed Of Code (Instr.		Acquired (D) (Insti	I (A) or . 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			
Common Stock	12/09/2021		S		397,124	D	\$1.5129 ⁽¹⁾	7,689,277	Ι	See Note 2 ⁽²⁾	
Common Stock	12/09/2021		S		127,826	D	\$1.5129 ⁽¹⁾	2,476,756	Ι	See Note 3 ⁽³⁾	
Common Stock	12/09/2021		S		144,533	D	\$ 1.5129 ⁽¹⁾	2,798,066	Ι	See Note 4 ⁽⁴⁾	
Common Stock	12/14/2021		S		593,612	D	\$1.2441	7,095,665	Ι	See Note 2 ⁽²⁾	
Common Stock	12/14/2021		S		191,074	D	\$1.2441	2,285,682	I	See Note 3 ⁽³⁾	
Common Stock	12/14/2021		S		216,049	D	\$1.2441	2,582,017	I	See Note 4 ⁽⁴⁾	
Common Stock	12/15/2021		S		888,185	D	\$1.1431	6,207,480	I	See Note 2 ⁽²⁾	
Common Stock	12/15/2021		S		323,167	D	\$1.1431	2,258,850	Ι	See Note 4 ⁽⁴⁾	

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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	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				

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.50 to \$1.58, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1) to this Form 4.

2. The Reporting Person is a manager of NEA 12 GP, LLC, which is the sole general partner of NEA Partners 12, Limited Partnership ("NEA Partners 12"). NEA Partners 12 is the sole general partner of New Enterprise Associates 12, Limited Partnership ("NEA 12"), which is 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 NEA 12 securities in which the Reporting Person has no pecuniary interest.

3. 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 NEA 15 securities in which the Reporting Person has no pecuniary interest.

4. 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 15-OF"), 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 NEA 15-OF securities in which the Reporting Person has no pecuniary interest.

Remarks:

** 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.