

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Thomsen Jillian B.</u>  (Last) (First) (Middle) C/O NEKTAR THERAPEUTICS 455 MISSION BAY BOULEVARD SOUTH  (Street) SAN FRANCISCO CA 94158  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NEKTAR THERAPEUTICS [ NKTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP &amp; Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 <sup>(1)</sup>	08/15/2022		A		165,938	A	\$0.00	336,865 <sup>(2)</sup>	D	
Common Stock	08/16/2022		S		2,006 <sup>(3)</sup>	D	\$4.76 <sup>(4)</sup>	334,859 <sup>(2)</sup>	D	

**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
Common Stock <sup>(5)</sup>	\$4.91	08/15/2022		A		331,875		(6)	08/14/2030	Common Stock	331,875	\$0.00	331,875	D	

**Explanation of Responses:**

- Common stock was acquired pursuant to a grant of restricted stock units ("RSU"). Each RSU represents a contingent right to receive, upon vesting of the unit, one share of Common Stock of the Issuer. These RSUs were granted in connection with a retention program and the individual's recent promotion. This grant is in lieu of Issuer's usual end-of-year annual performance grants. These RSUs vest over three years from the date of grant in substantially equal quarterly installments based on continued service.
- This number includes 988 shares held by the reporting person in the Issuer's 401(K) plan and 6,690 shares held by the reporting person in the Issuer's ESPP plan. The acquisition of these shares under both plans is exempt under Rule 16b-3(c).
- Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs held by the reporting person. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- This transaction was executed in multiple trades at prices ranging from \$4.67 to \$4.88. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and the prices at which the transactions were effected upon request to the SEC staff, the Issuer, or a security holder of the Issuer.
- Stock options were granted in connection with a retention program and the individual's recent promotion. These stock options are in lieu of the Issuer's usual end-of-year annual performance grants.
- Stock options vest over three years from the date of grant in substantially equal monthly installments based on continued service.

**Remarks:**

Mark A. Wilson

08/17/2022

\*\* 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.