

LIGAND PHARMACEUTICALS INC  
 Form 4  
 January 22, 2016

**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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KOZARICH JOHN W**

2. Issuer Name and Ticker or Trading Symbol  
**LIGAND PHARMACEUTICALS INC [LGND]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/20/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**11119 NORTH TORREY PINES ROAD, SUITE 200**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**LA JOLLA, CA 92037**

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V  | Amount or Price (A) or (D)  |  |                                   |
| Common Stock                    | 01/20/2016                           |  | M                              |   | 1,666 <sup>(1)</sup><br>\$ 59.4   | D  |                                   |
| Common Stock                    | 01/20/2016                           |  | S                              |   | 300 <sup>(1)</sup><br>\$ 92.71  | D  |                                   |
| Common Stock                    | 01/20/2016                           |  | S                              |   | 600 <sup>(1)</sup><br>\$ 93.83  | D  |                                   |
| Common Stock                    | 01/20/2016                           |  | S                              |   | 200 <sup>(1)</sup><br>\$ 94.71  | D  |                                   |

|              |            |   |                    |   |                           |        |   |
|--------------|------------|---|--------------------|---|---------------------------|--------|---|
| Common Stock | 01/20/2016 | S | 200 <sup>(1)</sup> | D | <u>(4)</u><br>\$<br>96.28 | 50,077 | D |
| Common Stock | 01/20/2016 | S | 366 <sup>(1)</sup> | D | <u>(5)</u><br>\$<br>97.99 | 49,711 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy)  | \$ 59.4  | 01/20/2016                           | 01/20/2016   | M                              | 1,666 <sup>(1)</sup>  | <u>(7)</u> 01/31/2016                                    | Common Stock 1,666  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KOZARICH JOHN W<br>11119 NORTH TORREY PINES ROAD, SUITE 200<br>LA JOLLA, CA 92037 | X             |           |         |       |

## Signatures

By: Charles S. Berkman For: John W. Kozarich  
01/22/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) The sale reported on this Form 4 was made pursuant to a written trading plan adopted by the Reporting Person on December 01, 2015, in accordance with Rule 10b5-1.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$92.24 to \$93.24, inclusive. The reporting person undertakes to provide, upon request to the Securities Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$93.34 to \$94.32, inclusive. The reporting person undertakes to provide, upon request to the Securities Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$94.51 to \$94.91, inclusive. The reporting person undertakes to provide, upon request to the Securities Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.23 to \$96.33, inclusive. The reporting person undertakes to provide, upon request to the Securities Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.68 to \$98.18, inclusive. The reporting person undertakes to provide, upon request to the Securities Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(7) The option becomes exercisable in twelve successive equal monthly installments upon completion of each calendar month of service beginning 1/31/06.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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