
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 8, 2016

FibroGen, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36740
(Commission
File Number)

77-0357827
(IRS Employer
Identification No.)

FibroGen, Inc.
409 Illinois Street
San Francisco, CA 94158
(Address of principal executive offices, including zip code)

(415) 978-1200
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Effective as of June 8, 2016, the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of FibroGen, Inc. (the “Company”) approved an amendment to the Incentive Compensation Plan (the “Bonus Plan”). The Bonus Plan is designed to provide participants in the plan, including the Company’s executive officers, with an incentive in the form of a cash payment (an “Award”) to achieve specified corporate objectives selected by the Committee.

Under the Bonus Plan, the Committee, in consultation with the Board and management, will establish major corporate objectives and the relative weighting of such objectives (the “Corporate Goals”). Each participant shall have a target bonus based on a percentage of annual base salary. The actual bonus payout percentage and individual Awards are determined by the Committee based on its assessment of Corporate Goal achievement, and individual performance based on recommendations of management (other than the Chief Executive Officer). The maximum Award payable to an individual shall be one hundred fifty percent (150%) of an individual’s target bonus, and the minimum Award, if any is paid to an individual, shall be fifty percent (50%) of the Corporate Goal achievement.

The foregoing summary of the Bonus Plan is qualified in its entirety by reference to the full text of the Bonus Plan, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Company’s 2016 annual meeting of stockholders held on June 8, 2016, the stockholders voted on the two proposals listed below. The proposals are described in detail in the Company’s definitive proxy statement for the 2016 annual meeting, filed with the Securities and Exchange Commission on April 22, 2016. The results of the matters voted upon at the meeting were:

- (a) All of the nominees of the Board were elected to hold office until the Company’s 2019 annual meeting of stockholders. The nominees were:
- (i) Rory B. Riggs: 37,429,262 shares of Common Stock voted for, 1,138,890 withheld, and 11,543,584 broker non-votes;
 - (ii) Jeffrey L. Edwards: 38,457,256 shares of Common Stock voted for, 110,896 withheld, and 11,543,584 broker non-votes;
 - (iii) Jorma Routti: 36,957,446 shares of Common Stock voted for, 1,610,706 withheld, and 11,543,584 broker non-votes; and
 - (iv) Roberto P. Rosenkranz: 37,267,899 shares of Common Stock voted for, 1,300,253 withheld, and 11,543,584 broker non-votes.

The term of office of directors Thomas F. Kearns Jr., Kalevi Kurkijärvi, Ph.D., Julian N. Stern, and Toshinari Tamura, Ph.D. continues until the Company’s 2017 annual meeting of stockholders. The term of office of directors Thomas B. Neff, Jeffrey W. Henderson and James A. Schoeneck continues until the Company’s 2018 annual meeting of stockholders.

- (b) The stockholders ratified the selection by the Audit Committee of the Board of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for its year ending December 31, 2016: 49,840,648 shares of Common Stock voted for, 217,977 against, and 53,111 abstaining.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits

Exhibit
No.

Description

10.1 Incentive Compensation Plan, effective as of June 8, 2016

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIBROGEN, INC.

Dated: June 10, 2016

By: /s/ Michael Lowenstein
Michael Lowenstein
Chief Legal Counsel

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
10.1	FibroGen, Inc. Incentive Compensation Plan, effective as of June 8, 2016

**FIBROGEN
INCENTIVE COMPENSATION PLAN**

Objectives

- Motivate & reward participants to contribute to and achieve Corporate Goals
- Enable the company to attract and retain high quality employees

Eligibility Requirements

All FibroGen employees are eligible to be considered to participate in the Plan, provided they are on payroll prior to October 1. Anyone hired on October 1 or after becomes eligible for the following year.

- An employee must have a work week of a minimum of 20 hours.
- An employee joining the company during the year prior to October 1, in the year reviewed, will be eligible on a prorated basis from their start date.
- Employee must not be on a current Performance Improvement Plan or have had significant performance issues during the applicable plan year or at the time of payment date.
- Only personnel employed and on payroll on the date of bonus payment are eligible to receive a bonus payment.

Target Bonus Award

A target bonus based on a percentage of annual base salary has been identified for each employee by employee classification. The actual payout % is based on the total achievement of all Corporate Goals, to be designed based on Project and Department goals and objectives and other priorities as may be set by the Board and/or the Compensation Committee in consultation with management.

Corporate Goals

The bonus payout will be based on achievement across all of the Corporate Goals. The weighting of the Corporate Goals will be set, and results of achievements against them, will be measured by the Compensation Committee, to be determined following consultation with and recommendations from the Chief Executive Officer (CEO) and other appropriate members of management.

Example of Payout Calculation

Employee with Annual Salary of \$80,000 and a bonus target of 5% = \$4,000 Cash Target

Salary	Bonus Target	Total Target Dollar Amount	Percent Achievement of Corporate Goals	Gross Dollar Bonus
\$80,000.00	5%	\$4,000.00	80%	\$3,200.00
Total Cash Payout – Less Applicable Taxes				\$3,200.00

Other Provisions

The CEO may recommend to the Committee an increase or decrease to any individual bonus based on individual performance, other than for the CEO.

To the extent a bonus is paid under this Plan, the maximum bonus payable to any individual shall be one hundred fifty percent (150%) of target bonus, and the minimum bonus payable to any individual shall be fifty percent (50%) of the Corporate Goal achievement. The Committee shall determine the total bonus pool payable to all Plan participants, including all adjustments to individual bonuses.

FibroGen reserves the right to modify, suspend or terminate this Plan at any time.

The designation of an employee as a participant will not give the employee any right to be retained in the employ of FibroGen, and the ability of FibroGen to dismiss or discharge the employee at any time and for any reason is specifically reserved.

All decisions about eligibility, goals, achievements, bonus payments, and any provisions of the Plan, including for the avoidance of doubt whether to pay a bonus under the Plan, are made in the absolute discretion of the Compensation Committee, and are not subject to appeal, dispute or contest by a participant.