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): August 26, 2019

FibroGen, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-36740**	**77-0357827**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, $0.01 par value	FGEN	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 26, 2019, FibroGen, Inc. announced that Thomas B. Neff, Chief Executive Officer and Chairman of the Board of Directors of FibroGen, passed away unexpectedly this past weekend. FibroGen would like to offer sincere condolences to the family of Mr. Neff.

James A. Schoeneck has been named FibroGen's Interim Chief Executive Officer while the Company pursues the process of retaining a permanent CEO to fill the position. Mr. Schoeneck has served on FibroGen's Board of Directors for 9 years, and prior to accepting the Interim CEO role, served as Chairperson of FibroGen's Compensation Committee and as a member of FibroGen's Audit Committee. He was previously the Chief Executive Officer at Depomed, Inc. and has additional CEO experience in the biopharmaceutical industry, as well as experience serving as Vice President and General Manager, Immunology, at Centocor Inc. (now Janssen Biotech, Inc.), where he led the development of Centocor's commercial capabilities.

There were no arrangements or understandings between Mr. Schoeneck and any other person pursuant to which Mr. Schoeneck was selected as an officer. Mr. Schoeneck does not have any family relationships subject to disclosure under Item 401(d) of Regulation S-K or any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 8.01 Other Events.

On August 26, 2019, FibroGen issued a press release announcing the matters disclosed above under Item 5.02. A copy of such press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release titled "FibroGen Announces Passing of CEO Thomas B. Neff, Scientific Innovator and Pioneering Biopharmaceutical Executive" dated August 26, 2019
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: August 26, 2019

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

FIBROGEN ANNOUNCES PASSING OF CEO THOMAS B. NEFF,
SCIENTIFIC INNOVATOR AND PIONEERING BIOPHARMACEUTICAL EXECUTIVE

SAN FRANCISCO, August 26, 2019 -- FibroGen, Inc. (NASDAQ:FGEN) announced today that Thomas B. Neff, Chief Executive Officer and Chairman of the Board of Directors of FibroGen, passed away unexpectedly this past weekend.

Board member James A. Schoeneck has been named FibroGen's Interim CEO.

The FibroGen Board of Directors issued the following statement:

"Tom leaves a legacy of innovation and dedication that has been rarely matched in this industry. Tom founded FibroGen in 1993 when he assembled the global scientific leaders in both collagen synthesis and the molecular and cellular mechanisms of prolyl hydroxylase inhibitors. This pioneering work led to the development of roxadustat, a hypoxia-inducible factor prolyl hydroxylase inhibitor (HIF-PHI) and pamrevlumab, a fully human monoclonal antibody that inhibits the activity of connective tissue growth factor, or CTGF, a critical mediator in the progression of fibrosis and related serious diseases.

"Roxadustat, the first oral therapy for the treatment of anemia, is approved in China, under review in Japan, and approaching NDA in the U.S. and MAA in Europe; and pamrevlumab is in Phase 3 development for the treatment of both idiopathic pulmonary fibrosis and pancreatic cancer, and in Phase 2 in Duchenne muscular dystrophy. Tom founded FibroGen with the vision to treat fibrosis at a time when there was no hope for this disease category and his commitment to these patients never wavered, nor did his passion for scientific innovation and discovery. He led this company for 25 years and established a company culture and a management team equally driven to support this passion.

"In addition to founding and managing FibroGen from its beginning to a global biopharmaceutical company, Tom is a named inventor on over 100 patents. His contribution as a pioneer in the biotechnology industry will be measured by the lives he has and will impact with the development of these important areas he has pioneered.

The Board of Directors, management team, and employees, deeply mourn his passing, and extend our heartfelt sympathy and condolences to his family."

James A. Schoeneck, a 9-year member of FibroGen's Board of Directors, Chairperson of FibroGen's Compensation Committee, and a member of FibroGen's Audit Committee, has been named FibroGen's Interim CEO while the Company pursues the process of retaining a permanent world-class CEO to fill the position. Mr. Schoeneck was Chief Executive Officer at Depomed, Inc., and has previous CEO experience in the biopharmaceutical industry, as well as serving as Vice President and General Manager, Immunology, at Centocor Inc. (now Janssen Biotech, Inc.), where he led the development of Centocor's commercial capabilities. Jim will step down from committee service while he serves as interim CEO.

"The expertise in commercial-stage matters that Jim will bring to his role as interim CEO, combined with

the long tenure, depth, and quality of FibroGen's senior management, ensure that the company's programs will advance without interruption. As roxadustat moves towards global commercialization, we are fortunate to be partnered with AstraZeneca and Astellas, who provide strong and comprehensive support," said Tom Kearns, FibroGen's Lead Independent Director and a board member for over 20 years. "We are committed to honoring Tom's vision and dedication to bringing innovative therapies to patients in need."

About FibroGen

FibroGen, Inc., headquartered in San Francisco, California, with subsidiary offices in Beijing and Shanghai, People's Republic of China, is a leading biopharmaceutical company discovering and developing a pipeline of first-in-class therapeutics. The company applies its pioneering expertise in hypoxia-inducible factor (HIF), connective tissue growth factor (CTGF) biology, and clinical development to advance innovative medicines for the treatment of anemia, fibrotic disease, and cancer. Roxadustat, the company's most advanced product candidate, is an oral small molecule inhibitor of HIF prolyl hydroxylase (HIF-PH) activity. Together with our collaboration partners Astellas and AstraZeneca, preparation for regulatory submissions for the treatment of anemia in chronic kidney disease (CKD) to the U.S. FDA, the EMA, and other competent authorities is underway. Roxadustat is approved for treatment of anemia associated with CKD in China in both dialysis-dependent and non-dialysis-dependent CKD patients. Our partner Astellas submitted an NDA for the treatment of anemia in CKD patients on dialysis in Japan in September 2018, which is currently under review by the Pharmaceuticals and Medical Devices Agency (PMDA). Roxadustat is in Phase 3 clinical development in the U.S. and Europe and in Phase 2/3 development in China for anemia associated with myelodysplastic syndromes (MDS). Pamrevlumab, an anti-CTGF human monoclonal antibody, is in Phase 3 clinical development for the treatment of idiopathic pulmonary fibrosis (IPF) and for the treatment of pancreatic cancer. Pamrevlumab is also currently in a Phase 2 trial for Duchenne muscular dystrophy (DMD). FibroGen is also developing a biosynthetic cornea in China. For more information, please visit www.fibrogen.com.

Forward-Looking Statements

This release contains forward-looking statements regarding our strategy, future plans and prospects, including statements regarding the development of the company's product candidates pamrevlumab and roxadustat, the potential for and timing of an NDA submission to the FDA for roxadustat, the potential safety and efficacy profile of our product candidates, and our clinical, regulatory plans, and those of our partners. These forward-looking statements include, but are not limited to, statements about our plans, objectives, representations and contentions and are not historical facts and typically are identified by use of terms such as "may," "will", "should," "on track," "could," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential," "continue" and similar words, although some forward-looking statements are expressed differently. Our actual results may differ materially from those indicated in these forward-looking statements due to risks and uncertainties related to the continued progress and timing of our various programs, including the enrollment and results from ongoing and potential future clinical trials, and other matters that are described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 and our quarterly report on 10-Q for the fiscal quarter ended June 30, 2019 filed with the Securities and Exchange Commission (SEC), including the risk factors set forth therein. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release, and we undertake no obligation to update any forward-looking statement in this press release, except as required by law.

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Contact
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