

Kindred Biosciences, Inc.
 Form 4
 December 13, 2013

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 *
 NODELMAN OLEG

2. Issuer Name and Ticker or Trading Symbol
 Kindred Biosciences, Inc. [KIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/11/2013

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

C/O KINDRED BIOSCIENCES, INC., 1499 BAYSHORE HIGHWAY, SUITE 226

(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

BURLINGAME, CA 94010

(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	(A) or (D)	Price
Common Stock	12/12/2013		P	400,000 ⁽¹⁾	A \$ 7	873,187	I
Common Stock						50,000	D

By EcoR1
 Capital Fund, L.P.
⁽²⁾

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

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number.

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)	8. Amount or Number of Shares
Stock Option (right to buy) ⁽³⁾	\$ 7	12/11/2013		A	20,000	<u>(4)</u> 12/11/2023	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

NODELMAN OLEG
C/O KINDRED BIOSCIENCES, INC.
1499 BAYSHORE HIGHWAY, SUITE 226
BURLINGAME, CA 94010

X

Signatures

/s/ Oleg
Nodelman

12/13/2013

**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) These shares were purchased in connection with the Issuer's initial public offering.

(2) Held by EcoR1 Capital Fund, L.P. The sole general partner of EcoR1 Capital Fund, L.P. is EcoR1 Capital, LLC, of which the Reporting Person is the sole managing member. As such, the Reporting Person is deemed to be the beneficial owner of the securities held by EcoR1 Capital Fund, L.P.

(3) Granted pursuant to the Issuer's 2012 Equity Incentive Plan.

(4) 5,000 of the shares subject to the option will vest on December 11, 2014, with the remaining shares vesting in equal monthly installments over the ensuing 36 months, subject to the Reporting Person's continuous service as a director.

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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