
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): December 2, 2016

ULTRAGENYX PHARMACEUTICAL INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-36276
(Commission File Number)

27-2546083
(I.R.S. Employer
Identification No.)

60 Leveroni Court, Novato, California
(Address of principal executive offices)

94949
(Zip Code)

Registrant's telephone number, including area code: (415) 483-8800

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 8.01 Other Events.

On December 2, 2016, Ultragenyx Pharmaceutical Inc. (the “Company”) filed a prospectus supplement (the “Prospectus Supplement”) with the Securities and Exchange Commission to allow for the resale to the public from time to time of up to 352,530 shares of the Company’s common stock, par value \$0.001 per share (the “Shares”), held by Takeda Pharmaceutical Company Limited (“Takeda”). Takeda purchased the Shares on November 3, 2016 pursuant to the terms of the Common Stock Purchase Agreement by and between the Company and Takeda, dated June 6, 2016. The Company is not offering any of its shares of common stock for sale to the public pursuant to the Prospectus Supplement and will not receive any of the proceeds from the sale of the Shares by Takeda.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Gibson, Dunn & Crutcher LLP
23.1	Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1)

* * *

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.

Date: December 2, 2016

Ultragenyx Pharmaceutical Inc.

By: /s/ Shalini Sharp

Shalini Sharp

Executive Vice President, Chief Financial Officer

EXHIBIT INDEX

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December 2, 2016

Ultragenyx Pharmaceutical Inc.
60 Leveroni Court
Novato, California 94949

Re: *Ultragenyx Pharmaceutical Inc. Registration Statement on Form S-3 (File No. 333-201838)*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-3, File No. 333-201838 (the "Registration Statement"), of Ultragenyx Pharmaceutical Inc., a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the prospectus supplement thereto dated December 2, 2016 (the "Prospectus Supplement"), in connection with the resale from time to time by Takeda Pharmaceutical Company Limited, a selling stockholder of the Company, of up to 352,530 shares of the Company's common stock, par value \$0.001 per share, (the "Shares").

In arriving at the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of specimen Common Stock certificate and such other documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, are validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement, the prospectus that forms a part thereof and the Prospectus Supplement thereto. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ GIBSON DUNN & CRUTCHER LLP