

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Sharp Shalini</u>			2. Issuer Name and Ticker or Trading Symbol <u>Ultragenyx Pharmaceutical Inc. [RARE]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ X Officer (give title below) _____ Other (specify below) _____ <u>CFO & Executive Vice President</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/18/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>C/O ULTRAGENYX PHARMACEUTICAL INC. 60 LEVERONI COURT</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)					
<u>NOVATO</u>	<u>CA</u>	<u>94949</u>						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/18/2020		M		19,593	A	\$70.57	122,929	D	
Common Stock	05/18/2020		S		19,593	D	\$73.34 ⁽¹⁾	103,336	D	
Common Stock	05/18/2020		S		2,392	D	\$73.29 ⁽²⁾	100,944	D	
Common Stock	05/19/2020		M		3,221	A	\$48.43	104,165	D	
Common Stock	05/19/2020		S		3,221	D	\$73.32 ⁽³⁾	100,944	D	
Common Stock	05/19/2020		M		3,907	A	\$70.57	104,851	D	
Common Stock	05/19/2020		S		3,907	D	\$73.32 ⁽³⁾	101,556 ⁽⁴⁾⁽⁵⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$70.57	05/18/2020		M			19,593	(6)	06/01/2026	Common Stock	19,593	\$0.00	4,407	D	
Stock Option (Right to Buy)	\$48.43	05/19/2020		M			3,221	(7)	03/01/2028	Common Stock	3,221	\$0.00	31,779	D	
Stock Option (Right to Buy)	\$70.57	05/19/2020		M			3,907	(6)	06/01/2026	Common Stock	3,907	\$0.00	500	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.04 to \$73.58 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.01 to \$73.58, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.05 to \$73.66 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- Includes previously reported shares of common stock underlying RSUs granted to the Reporting Person, which are subject to certain vesting conditions.
- Includes 612 shares acquired under the Company's 2014 Employee Stock Purchase Plan on April 30, 2020.
- 1/4th of the option vested one year from June 1, 2016 and then 1/48th of the option vested and will vest monthly thereafter.
- 1/4th of the option vested one year from March 1, 2018 and then 1/48th of the option vested and will continue to vest monthly thereafter.

Remarks:

/s/ Karah Parschauer, attorney-in-fact 05/20/2020

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.