

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Bonita David P</u>  (Last) (First) (Middle) 7000 SHORELINE COURT, SUITE 201  (Street) SOUTH SAN FRANCISCO CA 94080  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tricida, Inc. [ TCDA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/02/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	07/02/2018		C		1,559,716	A	(1)	1,559,716	I <sup>(2)</sup>	By OrbiMed Private Investments V, LP <sup>(2)</sup>
Common Stock	07/02/2018		C		4,300,774	A	(1)	5,860,490	I <sup>(2)</sup>	By OrbiMed Private Investments V, LP <sup>(2)</sup>
Common Stock	07/02/2018		C		3,591,194	A	(1)	9,451,684	I <sup>(2)</sup>	By OrbiMed Private Investments V, LP <sup>(2)</sup>
Common Stock	07/02/2018		C		1,069,175	A	(1)	10,520,859	I <sup>(2)</sup>	By OrbiMed Private Investments V, LP <sup>(2)</sup>
Common Stock	07/02/2018		P		368,421	A	\$19	10,889,280	I <sup>(2)</sup>	By OrbiMed Private Investments V, LP <sup>(2)</sup>
Common Stock <sup>(3)</sup>	07/02/2018		A		3,632 <sup>(3)</sup>	A	\$0	3,632	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	Amount or Number of Shares				
Series A Convertible Preferred Stock	(1)	07/02/2018		C			6,207,674	(1)	(1)	Common Stock	1,559,716	(1)	0	I <sup>(2)</sup>	By OrbiMed Private Investments V, LP <sup>(2)</sup>

**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	Amount or Number of Shares				
Series B Convertible Preferred Stock	(1)	07/02/2018		C			17,117,085	(1)	(1)	Common Stock	4,300,774	(1)	0	I <sup>(2)</sup>	By OrbiMed Private Investments V, LP <sup>(2)</sup>
Series C Convertible Preferred Stock	(1)	07/02/2018		C			14,292,958	(1)	(1)	Common Stock	3,591,194	(1)	0	I <sup>(2)</sup>	By OrbiMed Private Investments V, LP <sup>(2)</sup>
Series D Convertible Preferred Stock	(1)	07/02/2018		C			4,255,319	(1)	(1)	Common Stock	1,069,175	(1)	0	I <sup>(2)</sup>	By OrbiMed Private Investments V, LP <sup>(2)</sup>
Stock Option (right to buy)	\$19	07/02/2018		A		13,147		(4)	06/27/2028	Common Stock	13,147	\$0	13,147	D	

**Explanation of Responses:**

- Each of the Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock was convertible at any time at the option of the holder into Common Stock at a rate of 1/3.98, for no additional consideration, and had no expiration date. Each of the Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock automatically converted into Common Stock, at a rate of 1/3.98 and for no additional consideration, upon closing of the Issuer's initial public offering of its Common Stock.
- These shares are held directly by OrbiMed Private Investments V, LP ("OPI V"). OrbiMed Capital GP V LLC ("OrbiMed GP") is the sole general partner of OPI V, and OrbiMed Advisors LLC ("OrbiMed Advisors"), a registered adviser under the Investment Advisers Act of 1940, as amended, is the sole managing member of OrbiMed GP. The Reporting Person is an employee of OrbiMed Advisors. The Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- Represents restricted stock units ("RSUs") that, subject to the Issuer's initial public offering ("IPO") closing on or before July 16, 2018, vest on the earlier of (i) the one-year anniversary of June 27, 2018 (the "Grant Date") and (ii) the Issuer's next regularly scheduled annual meeting of stockholders that occurs following the Grant Date (the "Next Annual Meeting"), subject to the Reporting Person's continuous service as a non-employee director through such vesting date. Each RSU represents a contingent right to receive one share of Common Stock.
- Subject to the Reporting Person's continuous service to the Issuer as a non-employee director through each vesting date, and subject to the Issuer's IPO closing on or before July 16, 2018, this option vests ratably on a monthly basis, on the monthly anniversary of June 27, 2018 ("Option Date"), over the one-year period following the Option Date so that the option shall be 100% vested and exercisable on the one-year anniversary of the Option Date ("Vesting Date"); provided, however, if the Next Annual Meeting occurs prior to the Vesting Date, then the option shall vest in full immediately prior to the Next Annual Meeting.

/s/ David P. Bonita                      07/02/2018

\*\* 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.

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