

**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**

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*<br><u>Hirsch David</u><br><br>(Last) (First) (Middle)<br>C/O TRICIDA, INC.<br>7000 SHORELINE COURT, SUITE 201<br><br>(Street)<br>SOUTH SAN FRANCISCO CA 94080<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Tricida, Inc. [ TCDA ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/31/2019</u>        |   |
| 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                    | 05/31/2019                           |  | A                              |   | 1,879 <sup>(1)</sup>  | A          | \$0   | 5,511   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 3,019,734   | I <sup>(2)</sup>   | By Longitude Venture Partners II, L.P. <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 |   |  |  |   |  |
| Stock Option (right to buy)                | \$36.74  | 05/31/2019                           |  | A                              |   | 7,068  |     | (3)  | 05/31/2029      | Common Stock  | \$0  | 7,068  | D   |  |

**Explanation of Responses:**

- Represents restricted stock units ("RSUs") that vest on the earlier of (i) the one-year anniversary of May 31, 2019 (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.
- These shares are held directly by Longitude Venture Partners II, L.P. ("Longitude II"). Longitude Capital Partners II, LLC ("LCP2") is the general partner of Longitude II. The Reporting Person is a member of LCP2 and may be deemed to share voting and investment power over the shares of the Issuer held by Longitude II. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, and this statement shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- Subject to the Reporting Person's continuous service to the Issuer as a non-employee director through each vesting date, this option vests ratably on a monthly basis, on the monthly anniversary of May 31, 2019 ("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.

**Remarks:**

/s/ David Hirsch 06/04/2019

\*\* 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.**