

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>Hardiman Roy C.</u> (Last) (First) (Middle) <u>C/O PRINCIPIA BIOPHARMA INC.</u> <u>220 E. GRAND AVENUE</u> (Street) <u>SOUTH SAN FRANCISCO CA 94080</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Principia Biopharma Inc. [PRNB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Business Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/12/2020</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	06/12/2020		M		5,000	A	\$4.7236	122,761 ⁽¹⁾	D	
Common Stock	06/12/2020		S ⁽²⁾		1,595	D	\$59.9003 ⁽³⁾	121,166	D	
Common Stock	06/12/2020		S ⁽²⁾		2,542	D	\$61.6169 ⁽⁴⁾	118,624	D	
Common Stock	06/12/2020		S ⁽²⁾		863	D	\$62.1289 ⁽⁵⁾	117,761	D	
Common Stock								1,916	I	See footnote ⁽⁶⁾

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
Employee Stock Option (right to buy)	\$4.7236	06/12/2020		M			5,000	(7)	02/25/2025	Common Stock	5,000	\$0.00	2,758	D	

Explanation of Responses:

- Includes 858 shares shares acquired under the Employment Stock Purchase Plan on May 15, 2020.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$59.41 to \$60.23 per share. Upon request by the Commission staff, Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$61.00 to \$61.98 per share. Upon request by the Commission staff, Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$62.03 to \$62.63 per share. Upon request by the Commission staff, Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- Shares indirectly held by Roy Hardiman, as custodian for his minor child under California Uniform Transfers to Minors Act, of which the Reporting Person is a custodian and may be deemed to share voting and dispositive power over these shares.
- The stock option is fully vested and immediately exercisable.

Remarks:

/s/ Christopher Y. Chai,
 Attorney-in-Fact for Roy Hardiman 06/15/2020

** 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.

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