

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>WARBURG PINCUS &amp; CO.</u>  (Last) (First) (Middle) C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE  (Street) NEW YORK NY 10017  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Silk Road Medical Inc [ SILK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/08/2019	
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	04/08/2019		C		13,079,728	A	(1)	13,099,629 <sup>(2)(3)(4)</sup>	D	
Common Stock	04/08/2019		S <sup>(5)</sup>		900,000	D	\$20	12,199,629 <sup>(6)</sup>	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 B Preferred Stock	(1)	04/08/2019		C			5,637,492	(1)	(1)	Common Stock	5,637,492	\$0	0	D <sup>(7)</sup>	
Series C Preferred Stock	(1)	04/08/2019		C			5,904,180	(1)	(1)	Common Stock	5,904,180	\$0	0	D <sup>(8)</sup>	
Series C Preferred Stock Warrant (Right to buy)	\$6.11	04/08/2019		X <sup>(9)</sup>			1,071,902	(10)	08/07/2022	Common Stock	1,071,902	\$0	0	D <sup>(11)</sup>	
Series C Preferred Stock Warrant (Right to buy)	\$6.11	04/08/2019		X <sup>(12)</sup>			1,074,072	(10)	10/13/2023	Common Stock	1,074,072	\$0	0	D <sup>(11)</sup>	
Series C Preferred Stock Warrant (Right to buy)	\$6.11	04/08/2019		X <sup>(13)</sup>			34,291	(10)	08/07/2022	Common Stock	34,291	\$0	0	D <sup>(14)</sup>	
Series C Preferred Stock Warrant (Right to buy)	\$6.11	04/08/2019		X <sup>(15)</sup>			34,361	(10)	10/13/2023	Common Stock	34,361	\$0	0	D <sup>(14)</sup>	
Series C Preferred Stock	(1)	04/08/2019		X <sup>(9)(12)</sup>			2,145,974	(1)	(1)	Common Stock	2,145,974	\$0	2,145,974	D <sup>(16)</sup>	
Series C Preferred Stock	(1)	04/08/2019		X <sup>(13)(15)</sup>			68,652	(1)	(1)	Common Stock	68,652	\$0	68,652	D <sup>(17)</sup>	
Series C Preferred Stock	(1)	04/08/2019		J <sup>(9)(12)</sup>			655,596 <sup>(18)</sup>	(1)	(1)	Common Stock	655,596	\$0	1,490,378	D <sup>(16)</sup>	
Series C Preferred Stock	(1)	04/08/2019		J <sup>(13)(15)</sup>			20,974 <sup>(19)</sup>	(1)	(1)	Common Stock	20,974	\$0	47,678	D <sup>(17)</sup>	
Series C Preferred Stock	(1)	04/08/2019		C <sup>(9)(12)(13)(15)</sup>			1,538,056 <sup>(20)</sup>	(1)	(1)	Common Stock	1,538,056	\$0	0	D <sup>(20)</sup>	

1. Name and Address of Reporting Person* <u>WARBURG PINCUS &amp; CO.</u>  (Last) (First) (Middle) C/O WARBURG PINCUS LLC		
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450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

KAYE CHARLES R

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Landy Joseph P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

**Explanation of Responses:**

1. The Series B Preferred Stock and Series C Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
2. 12,693,546 of these shares are held by WP X Finance, L.P. ("WP X Finance") and 406,083 of these shares are held by Warburg Pincus X Partners, L.P. ("WPXP"). The total of 13,099,629 shares beneficially owned is comprised of (i) 19,901 shares of Common Stock held prior to the date hereof (ii) 5,637,492 shares of Common Stock issued upon conversion of Series B Preferred Stock held prior to the date hereof, (iii) 5,904,180 shares of Common Stock issued upon conversion of Series C Preferred Stock held prior to the date hereof, and (iv) 1,538,056 shares of Common Stock issued upon conversion of Series C Preferred Stock issued pursuant to the net exercise of warrants, as detailed in footnotes (9), (12), (13) and (15).
3. WPX GP, L.P., a Delaware limited partnership ("WPX GP"), is the managing general partner of WP X Finance. Warburg Pincus Private Equity X, L.P., a Delaware limited partnership ("WP X"), is the general partner of WPX GP. Warburg Pincus X, L.P., a Delaware limited partnership ("WPX LP"), is the general partner of WPX and WPXP. Warburg Pincus X GP L.P., a Delaware limited partnership ("WP X GP LP"), is the general partner of WPX LP. WPP GP LLC, a Delaware limited liability company ("WPP GP"), is the general partner of WP X GP LP. Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), is the managing member of WPP GP. Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WP Partners GP"), is the general partner of WP Partners.
4. (continuation from footnote 3) Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners GP. Charles R. Kaye and Joseph P. Landy are each Managing General Partners of WP and may each be deemed to control the Warburg Pincus entities. Messrs. Kaye and Landy disclaim beneficial ownership of all shares held by the Warburg Pincus entities.
5. 872,100 shares were sold by WP X Finance, and 27,900 shares were sold by WPXP, each in connection with the exercise of the underwriter's overallotment option pursuant to the Issuer's initial public offering of Common Stock.
6. 11,821,446 of these shares are held by WP X Finance and 378,183 of these shares are held by WPXP.
7. 5,462,731 of these shares are held by WP X Finance and 174,761 of these shares are held by WPXP.
8. 5,721,152 of these shares are held by WP X Finance and 183,028 of these shares are held by WPXP.
9. WP X Finance exercised a warrant to purchase 1,071,902 shares of the Issuer's Series C Preferred Stock at a per share exercise price of \$6.11. WP X Finance paid the exercise price on a cashless basis, resulting in the Issuer withholding 327,467 of the warrant shares to pay the exercise price and issued to WP X Finance the remaining 744,435 shares.
10. All of the shares subject to the warrant are fully exercisable as of the date hereof.
11. This warrant is held by WP X Finance.
12. WP X Finance exercised a warrant to purchase 1,074,072 shares of the Issuer's Series C Preferred Stock at a per share exercise price of \$6.11. WP X Finance paid the exercise price on a cashless basis, resulting in the Issuer withholding 328,129 of the warrant shares to pay the exercise price and issued to WP X Finance the remaining 745,943 shares.
13. WPXP exercised a warrant to purchase 34,291 shares of the Issuer's Series C Preferred Stock at a per share exercise price of \$6.11. WPXP paid the exercise price on a cashless basis, resulting in the Issuer withholding 10,476 of the warrant shares to pay the exercise price and issued to WPXP the remaining 23,815 shares.
14. This warrant is held by WPXP.
15. WPXP exercised a warrant to purchase 34,361 shares of the Issuer's Series C Preferred Stock at a per share exercise price of \$6.11. WPXP paid the exercise price on a cashless basis, resulting in the Issuer withholding 10,498 of the warrant shares to pay the exercise price and issued to WPXP the remaining 23,863 shares.
16. These shares are held by WP X Finance.
17. These shares are held by WPXP.
18. These shares are comprised of 327,467 shares and 328,129 shares withheld by the Issuer pursuant to the net exercise of warrants, as detailed in footnotes (9) and (12).
19. These shares are comprised of 10,476 shares and 10,498 shares withheld by the Issuer pursuant to the net exercise of warrants, as detailed in footnotes (13) and (15).
20. Prior to conversion to Common Stock, these shares are comprised of 1,490,378 shares held by WPX Finance and 47,678 shares held by WPXP.

**Remarks:**

Due to a 10-filer limitation, this is the second of two Forms 4 filed by entities and individuals related to WP X Finance, L.P.

[See Exhibit 99.1](#)

[04/10/2019](#)

\*\* 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.

**Exhibit 99.1**  
Signatures of Reporting Persons

**WP X FINANCE, L.P.**

By: WPX GP, L.P., its managing general partner

By: Warburg Pincus Private Equity X, L.P., its general partner

By: Warburg Pincus X, L.P., its general partner

By: Warburg Pincus X GP L.P., its general partner

By: WPP GP LLC, its general partner

By: Warburg Pincus Partners, L.P., its managing member

By: Warburg Pincus Partners GP LLC, its general partner

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss 4/10/2019  
\*\*Signature of Reporting Person Date

Name: Robert B. Knauss

Title: Partner

**WPX GP, L.P.**

By: Warburg Pincus Private Equity X, L.P., its general partner

By: Warburg Pincus X, L.P., its general partner

By: Warburg Pincus X GP L.P., its general partner

By: WPP GP LLC, its general partner

By: Warburg Pincus Partners, L.P., its managing member

By: Warburg Pincus Partners GP LLC, its general partner

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss 4/10/2019  
\*\*Signature of Reporting Person Date

Name: Robert B. Knauss

Title: Partner

**WARBURG PINCUS PRIVATE EQUITY X, L.P.**

By: Warburg Pincus X, L.P., its general partner

By: Warburg Pincus X GP L.P., its general partner

By: WPP GP LLC, its general partner

By: Warburg Pincus Partners, L.P., its managing member

By: Warburg Pincus Partners GP LLC, its general partner

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss 4/10/2019  
\*\*Signature of Reporting Person Date

Name: Robert B. Knauss

Title: Partner

**WARBURG PINCUS X PARTNERS, L.P.**

By: Warburg Pincus X, L.P., its general partner

By: Warburg Pincus X GP L.P., its general partner

By: WPP GP LLC, its general partner

By: Warburg Pincus Partners, L.P., its managing member

By: Warburg Pincus Partners GP LLC, its general partner

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss 4/10/2019  
\*\*Signature of Reporting Person Date

Name: Robert B. Knauss

Title: Partner

**WARBURG PINCUS X, L.P.**

By: Warburg Pincus X GP L.P., its general partner

By: WPP GP LLC, its general partner

By: Warburg Pincus Partners, L.P., its managing member

By: Warburg Pincus Partners GP LLC, its general partner

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss 4/10/2019  
\*\*Signature of Reporting Person Date

Name: Robert B. Knauss

Title: Partner

**WARBURG PINCUS X GP L.P.**

By: WPP GP LLC, its general partner

By: Warburg Pincus Partners, L.P., its managing member

By: Warburg Pincus Partners GP LLC, its general partner

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss 4/10/2019  
\*\*Signature of Reporting Person Date

Name: Robert B. Knauss

Title: Partner

**WPP GP LLC**

By: Warburg Pincus Partners, L.P., its managing member

By: Warburg Pincus Partners GP LLC, its general partner

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss 4/10/2019  
\*\*Signature of Reporting Person Date

Name: Robert B. Knauss

Title: Partner

**WARBURG PINCUS PARTNERS, L.P.**

By: Warburg Pincus Partners GP LLC, its general partner

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss 4/10/2019  
\*\*Signature of Reporting Person Date

Name: Robert B. Knauss  
Title: Partner

**WARBURG PINCUS PARTNERS GP LLC**

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss 4/10/2019  
\*\*Signature of Reporting Person Date

Name: Robert B. Knauss  
Title: Partner

**WARBURG PINCUS & CO.**

By: /s/ Robert B. Knauss 4/10/2019  
\*\*Signature of Reporting Person Date

Name: Robert B. Knauss  
Title: Partner

**CHARLES R. KAYE**

By: /s/ Robert B. Knauss 4/10/2019  
\*\*Signature of Reporting Person Date

Name: Robert B. Knauss, attorney-in-fact\*

JOSEPH P. LANDY

By: /s/ Robert B. Knauss

4/10/2019

\*\*Signature of Reporting Person

Date

Name: Robert B. Knauss, attorney-in-fact\*

\* The Power of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities and Exchange Commission on July 12, 2016 as an exhibit to a beneficial ownership report on Schedule 13D filed by WP LLC with respect to WEX Inc. and is hereby incorporated by reference.