

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Rogers Erica J.</u>  (Last) (First) (Middle) C/O SILK ROAD MEDICAL, INC. 1213 INNSBRUCK DRIVE  (Street) SUNNYVALE CA 94089  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/03/2019	3. Issuer Name and Ticker or Trading Symbol <u>Silk Road Medical Inc [ SILK ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>President and CEO</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	96,296	D	
Common Stock	73,694	I	See Footnote <sup>(1)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Preferred Stock	(2)	(2)	Common Stock	9,012	(2)	I	See Footnote <sup>(1)</sup>
Employee Stock Option (Right to buy)	(3)	12/14/2022	Common Stock	204,110	1.38	D	
Employee Stock Option (Right to buy)	(3)	12/24/2024	Common Stock	61,728	1.46	D	
Employee Stock Option (Right to buy)	(4)	12/03/2025	Common Stock	143,290	1.6	D	
Employee Stock Option (Right to buy)	(5)	08/04/2026	Common Stock	259,259	1.6	D	
Employee Stock Option (Right to buy)	(6)	11/30/2027	Common Stock	74,074	6.11	D	
Employee Stock Option (Right to buy)	(6)	11/30/2027	Common Stock	366,666	12.15	D	
Employee Stock Option (Right to buy)	(7)	11/30/2027	Common Stock	22,222	12.15	D	
Employee Stock Option (Right to buy)	(3)	09/30/2026	Common Stock	330	8.27	D	
Series C Preferred Stock Warrant (Right to buy)	(8)	10/13/2023	Common Stock	1,638	6.11	I	See Footnote <sup>(9)</sup>

**Explanation of Responses:**

- These shares are held directly by Kevin J. Surace and Erica J. Rogers, as Trustees of The Surace/Rogers Family Trust (the "Surace/Rogers Family Trust").
- The Series C Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and has no expiration date.
- All of the shares subject to this option are fully vested and exercisable as of the date hereof.
- One forty-eighth of the shares subject to the option vested on January 3, 2016 and one forty-eighth of the shares subject to the option vest each month thereafter, subject to the Reporting Person continuing as a service provider through each such date.
- One forty-eighth of the shares subject to the option vested on September 4, 2016 and one forty-eighth of the shares subject to the option vest each month thereafter, subject to the Reporting Person continuing as a service provider through each such date.
- One forty-eighth of the shares subject to the option vested on September 1, 2017 and one forty-eighth of the shares subject to the option vest each month thereafter, subject to the Reporting Person continuing as a service provider through each such date.

7. All of the shares subject to the option shall vest upon the earlier of a change in control of the Issuer or the two year anniversary of the initial public offering of the Issuer's Common Stock, subject to the Reporting Person continuing as a service provider through such date.

8. All of the shares subject to this warrant are fully vested and exercisable as of the date hereof.

9. This warrant is held by the Surace/Rogers Family Trust.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Mhairi Jones, by power of attorney      04/03/2019

\*\* 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 5 (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.**

## POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Silk Road Medical, Inc. (the “**Company**”), hereby constitutes and appoints Lucas W. Buchanan, Mhairi Jones and Nga T. Van, and each of them, the undersigned’s true and lawful attorney-in-fact, to:

1. Prepare, execute in the undersigned’s name and on the undersigned’s behalf, and submit to the Securities and Exchange Commission (the “**SEC**”) a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or any rule or regulation of the SEC;

2. Complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Exchange Act and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned’s ownership, acquisition or disposition of securities of the Company; and

3. Do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned’s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19 day of March, 2019.

Signature: /s/ Erica J. Rogers

Print Name: Erica J. Rogers