

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* <u>Neylan John F.</u> (Last) (First) (Middle) <u>C/O KERYX BIOPHARMACEUTICALS, INC.</u> <u>ONE MARINA PARK DRIVE, 12TH FLOOR</u> (Street) <u>BOSTON MA 02210</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KERYX BIOPHARMACEUTICALS INC</u> [ <u>KERYX</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 Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/20/2018</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			
<u>Common Stock</u>	<u>03/20/2018</u>		<u>A</u>		<u>41,250<sup>(1)</sup></u>	<u>A</u>	<u>\$0<sup>(1)</sup></u>	<u>156,736<sup>(2)</sup></u>	<u>D</u>	

**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
<u>Stock Options (right to buy)</u>	<u>\$4.16</u>	<u>03/20/2018</u>		<u>A</u>		<u>82,500</u>		<u>03/20/2019<sup>(3)</sup></u>	<u>03/20/2028</u>	<u>Common Stock</u>	<u>82,500</u>	<u>\$0</u>	<u>82,500</u>	<u>D</u>	

**Explanation of Responses:**

- The 41,250 shares are restricted common stock, with one-third of the 41,250 shares vesting on March 20, 2019 and one-twelfth vesting on each of June 20, 2019, September 20, 2019, December 20, 2019, March 20, 2020, June 20, 2020, September 20, 2020, December 20, 2020 and March 20, 2021.
- Includes 95,414 shares of restricted stock.
- The stock options vest according to the following schedule: one-third of the 82,500 options will vest on March 20, 2019 and one-twelfth will vest on each of June 20, 2019, September 20, 2019, December 20, 2019, March 20, 2020, June 20, 2020, September 20, 2020, December 20, 2020 and March 20, 2021.

**Remarks:**

Exhibit List - Exhibit 24 - Power of Attorney

/s/ Scott A. Holmes, Attorney-in-Fact 03/22/2018

\*\* 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.

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.

SECTION 16  
POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints any of Scott Holmes, David Sutherland or Daniel Kajunski, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the Securities and Exchange Commi
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it b

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and 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 Keryx B

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of February, 2018.

/s/ John F. Neylan

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John F. Neylan