

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

☐ 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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Holmes Scott A</u>			<u>KERYX BIOPHARMACEUTICALS INC</u>		<input type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			
<u>C/O KERYX BIOPHARMACEUTICALS, INC.</u>			<u>02/14/2017</u>			
<u>ONE MARINA PARK DRIVE, 12TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
<u>BOSTON</u>	<u>MA</u>	<u>02210</u>				
(City)	(State)	(Zip)				

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>02/14/2017</u>		<u>A</u>		<u>48,750⁽¹⁾</u>	<u>A</u>	<u>\$0.00⁽¹⁾</u>	<u>147,623⁽²⁾</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)
						Date Exercisable	Expiration Date					
<u>Employee Stock Option (Right to Buy)</u>	<u>\$5.53</u>	<u>02/14/2017</u>		<u>A</u>	<u>97,500</u>	<u>02/14/2018⁽³⁾</u>	<u>02/14/2027</u>	<u>Common Stock</u>	<u>97,500</u>	<u>\$0.00</u>	<u>97,500</u>	<u>D</u>

Explanation of Responses:

1. The 48,750 shares are restricted common stock, with one-third of the 48,750 shares vesting on February 14, 2018 and one-twelfth vesting on each of May 14, 2018, August 14, 2018, November 14, 2018, February 14, 2019, May 14, 2019, August 14, 2019, November 14, 2019 and February 14, 2020.
2. Includes 107,080 shares of restricted stock.
3. The options vest according to the following schedule: one-third of the 97,500 options will vest on February 14, 2018 and one-twelfth will vest on each of May 14, 2018, August 14, 2018, November 14, 2018, February 14, 2019, May 14, 2019, August 14, 2019, November 14, 2019 and February 14, 2020.

Remarks:

/s/ Brian Adams, Attorney-in-Fact 03/15/2017

** 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.