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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001587221](#)
Name of Issuer [Zosano Pharma Corp](#)
Jurisdiction of Incorporation/Organization [DELAWARE](#)
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year) [2012](#)
 Yet to Be Formed

Previous Names None
[ZP Holdings Inc](#)

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer [Zosano Pharma Corp](#)
Street Address 1 [34790 ARDENTECH COURT](#)
City [FREMONT](#) State/Province/Country [CALIFORNIA](#) ZIP/PostalCode [94555](#) Phone Number of Issuer [510-745-1200](#)
Street Address 2

3. Related Persons

Last Name [Alataris](#) First Name [Konstantinos](#) Middle Name
Street Address 1 [c/o Zosano Pharma Corporation](#) Street Address 2 [34790 Ardentech Court](#)
City [Fremont](#) State/Province/Country [CALIFORNIA](#) ZIP/PostalCode [94555](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Walker](#) First Name [John](#) Middle Name
Street Address 1 [c/o Zosano Pharma Corporation](#) Street Address 2 [34790 Ardentech Court](#)
City [Fremont](#) State/Province/Country [CALIFORNIA](#) ZIP/PostalCode [94555](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Hagan](#) First Name [Joseph](#) Middle Name [P.](#)
Street Address 1 [c/o Zosano Pharma Corporation](#) Street Address 2 [34790 Ardentech Court](#)

City State/Province/Country ZIP/PostalCode
Fremont CALIFORNIA 94555

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Steel Bruce D.
Street Address 1 Street Address 2
c/o Zosano Pharma Corporation 34790 Ardentech Court
City State/Province/Country ZIP/PostalCode
Fremont CALIFORNIA 94555

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Wilson Troy
Street Address 1 Street Address 2
c/o Zosano Pharma Corporation 34790 Ardentech Court
City State/Province/Country ZIP/PostalCode
Fremont CALIFORNIA 94555

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Xanthopoulos Kleanthis
Street Address 1 Street Address 2
c/o Zosano Pharma Corporation 34790 Ardentech Court
City State/Province/Country ZIP/PostalCode
Fremont CALIFORNIA 94555

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Kellerman Donald
Street Address 1 Street Address 2
c/o Zosano Pharma Corporation 34790 Ardentech Court
City State/Province/Country ZIP/PostalCode
Fremont CALIFORNIA 94555

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Lewis Haley
Street Address 1 Street Address 2
c/o Zosano Pharma Corporation 34790 Ardentech Court
City State/Province/Country ZIP/PostalCode
Fremont CALIFORNIA 94555

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Erbez Georgia
Street Address 1 Street Address 2

c/o Zosano Pharma Corporation

34790 Ardentech Court

City

State/Province/Country

ZIP/PostalCode

Fremont

CALIFORNIA

94555

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Scharin

Eric

Street Address 1

Street Address 2

c/o Zosano Pharma Corporation

34790 Ardentech Court

City

State/Province/Country

ZIP/PostalCode

Fremont

CALIFORNIA

94555

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Tso

Winnie

Street Address 1

Street Address 2

c/o Zosano Pharma Corporation

34790 Ardentech Court

City

State/Province/Country

ZIP/PostalCode

Fremont

CALIFORNIA

94555

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture

Health Care

Retailing

Banking & Financial Services

Biotechnology

Restaurants

Commercial Banking

Health Insurance

Technology

Insurance

Hospitals & Physicians

Computers

Investing

Pharmaceuticals

Telecommunications

Investment Banking

Other Health Care

Other Technology

Pooled Investment Fund

Manufacturing

Travel

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Real Estate

Airlines & Airports

Yes

No

Commercial

Lodging & Conventions

Other Banking & Financial Services

Construction

Tourism & Travel Services

Business Services

REITS & Finance

Other Travel

Energy

Residential

Other

Coal Mining

Other Real Estate

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

Revenue Range

OR

Aggregate Net Asset Value Range

- | | |
|---|---|
| <input type="checkbox"/> No Revenues | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | <input type="checkbox"/> Over \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) |
| <input checked="" type="checkbox"/> Rule 506(b) | <input type="checkbox"/> Section 3(c)(5) |
| <input type="checkbox"/> Rule 506(c) | <input type="checkbox"/> Section 3(c)(6) |
| <input type="checkbox"/> Securities Act Section 4(a)(5) | <input type="checkbox"/> Section 3(c)(7) |
| | <input type="checkbox"/> Section 3(c)(9) |
| | <input type="checkbox"/> Section 3(c)(10) |
| | <input type="checkbox"/> Section 3(c)(11) |
| | <input type="checkbox"/> Section 3(c)(12) |
| | <input type="checkbox"/> Section 3(c)(13) |
| | <input type="checkbox"/> Section 3(c)(14) |

7. Type of Filing

- New Notice Date of First Sale **2016-08-19** First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|---|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient Guggenheim Securities, LLC (Associated) Broker or Dealer <input checked="" type="checkbox"/> None None Street Address 1	Recipient CRD Number <input type="checkbox"/> None 40638 (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None Street Address 2
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330 Madison Avenue

City
New York

State/Province/Country
NEW YORK

ZIP/Postal Code
10017

State(s) of Solicitation (select all that apply) All States
Check "All States" or check individual States

Foreign/non-US

- CALIFORNIA
- FLORIDA
- ILLINOIS
- NEW YORK
- PENNSYLVANIA

Recipient

Recipient CRD Number None

Roth Capital Partners, LLC

15407

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

None

None

Street Address 1

Street Address 2

888 San Clemente, Suite 400

City
Newport Beach

State/Province/Country
CALIFORNIA

ZIP/Postal Code
92660

State(s) of Solicitation (select all that apply) All States
Check "All States" or check individual States

Foreign/non-US

- CALIFORNIA
- FLORIDA
- ILLINOIS
- NEW YORK
- PENNSYLVANIA

13. Offering and Sales Amounts

Total Offering Amount \$7,536,000 USD or Indefinite

Total Amount Sold \$7,536,000 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$527,520 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Zosano Pharma Corp	Georgia Erbez	Georgia Erbez	Interim Chief Financial Officer	2016-08-26

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.