

# FORM 4

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

OMB APPROVAL	
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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Donley Matthew Maxwell</b>		2. Issuer Name and Ticker or Trading Symbol <b>Aurinia Pharmaceuticals Inc. [AUPH]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Ex VP, Intern'l Operations</b>	
(Last) (First) (Middle) <b>#1203-4464 MARKHAM STREET</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>03/02/2022</b>			
(Street) <b>VICTORIA, A1 V8Z7X8</b>		4. If Amendment, Date 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	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	03/02/2022		A		8,500 (1)	A	\$ 0	19,276 (2)	D	
Common Stock	03/02/2022		S		3,052 (3)	D	\$ 12.01	16,224	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (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 of Derivative Security: 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				
Restricted Stock Unit	(4)	03/02/2022		A		104,080		(4)	(4)	Common Shares	104,080.00	\$ 0	104,080	D	
Stock Option (right to buy)	\$ 12.01	03/02/2022		A		178,063		(5)	03/02/2032	Common Stock	178,063.00	\$ 0	178,063	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donley Matthew Maxwell #1203-4464 MARKHAM STREET VICTORIA, A1 V8Z7X8			Ex VP, Intern'l Operations	

## Signatures

/s/ Matthew Maxwell Donley	03/04/2022
**Signature of Reporting Person	Date

## Explanation of Responses:

\* 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).

On March 18, 2021, the Reporting Person was granted stock based performance awards ("Performance Awards") which vests when specific performance metrics are met based on the results for the year ended December 31, 2021. It was determined that as of March 2, 2022, the Reporting Person partially met the performance criteria and received shares of common stock for no consideration.

- (1)
- (2) Includes 876 shares acquired by the Reporting Person under the Issuer's 2021 Employee Share Purchase Plan on December 1, 2021.
- (3) Represents the number of shares sold to cover tax withholding obligations in connection with the vesting of Performance Awards.
- (4) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock. The RSUs shall vest in three (3) equal annual installments beginning March 2, 2022, provided the Reporting Person remains continuously employed by the Issuer through each annual vesting date.
- (5) One-third of the shares subject to the option vests twelve months from the grant date, and the remainder vests in twenty-four equal monthly installments thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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