SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

OMB Number: Estimated average burden hours per response: 0.5

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* Xi Long USA, Inc.	2. Date of Eve Requiring Sta (Month/Day/Y 09/28/2016	tement 'ear)	3. Issuer Name <b>and</b> Ticker or Tra Fulgent Genetics, Inc.					
(Last) (First) (Middle) C/O FULGENT GENETICS, INC.			4. Relationship of Reporting Pers (Check all applicable) Director X	( )	(Mont	5. If Amendment, Date of Original Filed (Month/Day/Year)		
4978 SANTA ANITA AVENUE (Street) TEMPLE CITY (City) (State) (Zip)			Officer (give title below)	Other (spec below)	Applic	<ul> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person Form filed by More than One Reporting Person</li> </ul>		
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownershi Form: Direct or Indirect (I) (Instr. 5)	(D) (Instr. !	4. Nature of Indirect Beneficial Ownership Instr. 5)		
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	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	or Indirect (I) (Instr. 5)		
Predecessor Class D-2 Preferred Units <sup>(1)</sup>	(2)	(2)	Predecessor Class D Voting Common Units	15,394,737	(2)	D		

## Explanation of Responses:

1. Reflects securities of Fulgent Therapeutics LLC (the "Predecessor" or "Fulgent LLC"). Fulgent LLC is considered the predecessor of Fulgent Genetics, Inc. (the "Issuer") following completion of a reorganization transaction pursuant to which the Predecessor will become a wholly owned subsidiary of the Issuer (the "Reorganization"), which will be completed on September 30, 2016 in connection with the initial public offering of the Issuer and which is described in the Issuer's Registration Statement on Form S-1, as amended (File No. 333-213469). In the Reorganization, all of the Predecessor's Class D-2 preferred units will be cancelled in exchange for shares of the Issuer's common stock at a ratio of 7.6-for-1.

2. Prior to the Reorganization, the Predecessor's Class D-2 preferred units had no expiration date and were convertible into the Predecessor's Class D voting common units, on a one-for-one basis and for no additional consideration, at any time at the option of the holder and in connection with a qualified initial public offering of the Predecessor or a successor thereof.

## **Remarks:**

Exhibit list: Exhibit 24 Power of Attorney.

/s/ Paul Kim as Attorney-in-

**Fact** 

09/28/2016

\*\* 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.

3235-0104

Know all by these presents, that the undersigned hereby constitutes and appoints each of Scott M. Stanton and Paul Kim, and with full power of substitution, as 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 U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes, passwords, and passphrases enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

2. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or beneficial owner of 10% or more of any class of securities of Fulgent Genetics, Inc., a Delaware corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

3. 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, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in any such attorney-in-fact's discretion.

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 powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or each such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. 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 Securities Exchange Act of 1934.

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 each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of August, 2016.

XI LONG USA, INC.

/s/ Zhenjie Huang Signature

Zhenjie Huang Print Name

CEO Title