

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2012-04-30** | Period of Report: **2012-02-17**  
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### REPORTING OWNER

#### **Poinsett Richard W**

CIK: **1528830**

Type: **4** | Act: **34** | File No.: **001-35318** | Film No.: **12797281**

Mailing Address

ZELTIQ AESTHETICS INC.  
4698 WILLOW ROAD SUITE  
100  
PLEASANTON CA 94588

### ISSUER

#### **Zeltiq Aesthetics Inc**

CIK: **1415336** | IRS No.: **000000000** | State of Incorporation: **DE**  
SIC: **3845** Electromedical & electrotherapeutic apparatus

Mailing Address

4698 WILLOW ROAD  
SUITE 100  
PLEASANTON CA  
94588-2710

Business Address

4698 WILLOW ROAD  
SUITE 100  
PLEASANTON CA  
94588-2710  
(925) 474-2500

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>Poinsett Richard W</b>			2. Issuer Name and Ticker or Trading Symbol <b>Zeltiq Aesthetics Inc [ZLTQ]</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>SVP of Operations</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/17/2012</b>			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		
4698 WILLOW ROAD, SUITE 100			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>PLEASANTON, CA 94588</b>								
(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			
Common Stock	02/17/2012		A		7,692 <sup>(1)</sup>	A	\$ 0	50,266	D	

**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 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
Stock Option (Right to Buy)	\$11.3	02/17/2012		A		26,316		(2)	02/17/2022	Common Stock	26,316	\$ 0	26,316	D	

**Explanation of Responses:**

- These restricted stock units vest in four equal annual installments beginning on February 15, 2013.
- This option vests and becomes exercisable in 48 equal monthly installments, as measured from the date of grant (February 17, 2012).

**Signatures**

/s/ Richard Poinsett

\*\* Signature of Reporting Person

04/23/2012

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.**