

Gelbfish Gary A.
Form 4
January 11, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gelbfish Gary A.

(Last) (First) (Middle)

C/O CORMEDIX INC., 400
CONNELL DRIVE, SUITE 5000

(Street)

BERKELEY HEIGHTS, NJ 07922

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CorMedix Inc. [CRMD]

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Restricted Stock Units | 01/10/2019 | | A | 12,500 | A 1 2,654,871 | D | |
| Common Stock | | | | | 14,000 (2) | I | Landmark Foundation (2) |

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

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SEC 1474 (9-02)

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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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option (Right to Buy Common Stock) | \$ 1.66 | 01/10/2019 | | A | 75,000 | <u>(3)</u> | 01/10/2029 | Common Stock | 75,000 |
| Stock Option (Right to Buy Common Stock) | \$ 0.57 | | | | | <u>(4)</u> | 02/16/2028 | Common Stock, \$0.001 par value per share | 40,000 |
| Stock Option (Right to Buy Common Stock) | \$ 0.37 | | | | | <u>(5)</u> | 08/03/2027 | Common Stock, \$0.001 par value per share | 75,000 |
| Series C-3 Non-Voting Convertible Preferred Stock | <u>(6)</u> | | | | | 01/08/2014 | <u>(6)</u> | Common Stock, \$0.001 par value per share | 500,000 |
| Warrant (Right to Purchase Common Stock) | \$ 0.9 | | | | | 01/08/2015 | 01/01/2020 | Common Stock, \$0.001 par value per share | 250,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gelbfish Gary A.
C/O CORMEDIX INC.
400 CONNELL DRIVE, SUITE 5000
BERKELEY HEIGHTS, NJ 07922

Signatures

/s/ Alexander M. Donaldson, by Power of
Attorney

01/11/2019

__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).
- (1) These shares consist of restricted stock units granted on 01/10/2019. These restricted stock units will vest monthly with full vesting on the first anniversary of the date of grant, subject to continued service on the board.
- (2) Held by Landmark Foundation, of which Dr. Gelbfish and his wife are trustees.
- (3) These options were granted on 01/10/2019. The options vest monthly with full vesting on the one year anniversary of the date of grant, subject to continued service on the board.
- (4) These options were granted on 2/16/2018. These options vest in full on the first anniversary of the date of grant, subject to continued service on the board.
- (5) These options vest as follows: 1/3 on August 3, 2017, an additional 1/3 on August 3, 2018, and the remaining 1/3 on August 3, 2019.
- (6) The conversion ratio is equal to the stated value of \$10.00 divided by the conversion price of \$1.00. The Series C-3 Non-Voting Convertible Preferred Stock is perpetual.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.