

JAMES THOMAS L.  
Form 4  
March 04, 2019

**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, 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 \*  
JAMES THOMAS L.

2. Issuer Name and Ticker or Trading Symbol  
22nd Century Group, Inc. [XXII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O 22ND CENTURY GROUP, INC., 8560 MAIN STREET, SUITE 4

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, General Counsel & Sec'y.

(Street)  
WILLIMASVILLE, NY 14221

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

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/28/2019                           |  | A                              | V   | 78,000<br>(4)   | \$<br>2.41   | D                                 |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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. De        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 2.76  |                                      |  |                                |   | (1) 03/06/2028   |   | Common Stock | 117,146                    |
| Stock Option Grant (Right to Buy)          | \$ 1.39  |                                      |  |                                |   | (2) 05/24/2027   |   | Common Stock | 124,000                    |
| Stock Option Grant                         | \$ 0.95  |                                      |  |                                |   | (3) 03/04/2026   |   | Common Stock | 136,170                    |
| Options to Purchase Common Stock           | \$ 2.61  |                                      |  |                                |   | 05/01/2017 05/27/2024                                    |   | Common Stock | 300,000                    |
| Stock Option (right to buy)                | \$ 0.96  |                                      |  |                                |   | 02/16/2016 02/16/2025                                    |   | Common Stock | 197,568                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| JAMES THOMAS L.<br>C/O 22ND CENTURY GROUP, INC.<br>8560 MAIN STREET, SUITE 4<br>WILLIMASVILLE, NY 14221 |               |           | VP, General Counsel & Sec'y. |       |

## Signatures

/s/ John J. Wolfel, Attorney-in-Fact for Thomas L.  
James

03/04/2019

\_\_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) Stock option grant which vests one-third on each of March 6, 2019, March 6, 2020 and March 6, 2021.
- (2) Stock option grant which vests one-third on each of April 1, 2018, April 1, 2019 and April 1, 2020.
- (3) Stock option grant which vests one-third on each of March 4, 2017, March 4, 2018 and March 4, 2019.
- (4) Restricted stock units vest one-third on February 28, 2020, February 28, 2021, and February 28, 2022 and are subject to continued service by the Reporting Person with the Company.

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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