

UROPLASTY INC
Form 4
April 02, 2015

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 *
Kill Robert

2. Issuer Name and Ticker or Trading Symbol
UROPLASTY INC [UPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

5420 FELTL ROAD

(Street)

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

MINNETONKA, MN 55343

(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 | 03/31/2015 | | D | 431,668 | D <u>(1)</u> 0 | I | By Trust |
| Common Stock | 03/31/2015 | | D | 93,332 | D <u>(2)</u> 0 | 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)

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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 or Number of Shares |
| Stock Option (right to buy) | \$ 5.26 | 03/31/2015 | | D | 4,900 | <u>(3)</u> 12/05/2017 | Common Stock 4,900 |
| Stock Option (right to buy) | \$ 4.83 | 03/31/2015 | | D | 5,475 | <u>(4)</u> 09/13/2018 | Common Stock 5,475 |
| Stock Option (right to buy) | \$ 3.76 | 03/31/2015 | | D | 7,025 | <u>(5)</u> 03/12/2019 | Common Stock 7,025 |
| Stock Option (right to buy) | \$ 2.34 | 03/31/2015 | | D | 700,000 | <u>(6)</u> 07/22/2020 | Common Stock 700,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kill Robert 5420 FELTL ROAD MINNETONKA, MN 55343 | X | | President and CEO | |

Signatures

/s/ Brett Reynolds,
attorney-in-fact

04/02/2015

__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) Disposed of pursuant to merger agreement between issuer and Cogentix Medical, Inc., formerly Vision-Sciences, Inc. ("Cogentix"), in exchange for 313,658 shares of Cogentix common stock on the effective date of the merger.

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- (2) These shares are subject to restricted stock assumed by Cogentix in the merger and replaced with 67,816 shares of Cogentix stock valued at \$4.56 per shares.
- (3) This option is fully vested, was assumed by Cogentix in the merger and replaced with an option to purchase 3,560 shares of Cogentix stock for \$7.24 per share.
- (4) This option is fully vested, was assumed by Cogentix in the merger and replaced with an option to purchase 3,978 shares of Cogentix stock for \$6.65 per share.
- (5) This option is fully vested, was assumed by Cogentix in the merger and replaced with an option to purchase 5,104 shares of Cogentix stock for \$5.18 per share.
- (6) This option, which provided for vesting in three almost equal annual installments beginning on July 23, 2014, was assumed by Cogentix in the merger and replaced with an option to purchase 508,633 shares of Cogentix stock for \$3.23 per share.

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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