

INNOVUS PHARMACEUTICALS, INC.
 Form 3
 April 24, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Gutierrez Raully</p> <p>(Last) (First) (Middle)</p> <p>9171 TOWNE CENTRE DRIVE, SUITE 440</p> <p>(Street)</p> <p>SAN DIEGO,Â CAÂ 92122</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/24/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>INNOVUS PHARMACEUTICALS, INC. [INNV]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President, Finance</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---|---|--|---|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|---|--|---|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|---|--|---|---|---|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|---|--|---|---|---|

(Instr. 5)

| | | | | | | | |
|--------------------------------------|------------------|------------------|--------------|-----------|-------------------|---|---|
| Restricted Stock Unit ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 1,250,000 | \$ ⁽²⁾ | D | Â |
| Restricted Stock Unit ⁽¹⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 500,000 | \$ ⁽³⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gutierrez Rauly 9171 TOWNE CENTRE DRIVE, SUITE 440 SAN DIEGO, CA 92122 | Â | Â | Â Vice President, Finance | Â |

Signatures

/s/ Rauly Gutierrez
04/24/2017
Date

**Signature of Reporting Person

Explanation of Responses:

- * 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).
- (1) Each RSU represents a contingent right to receive 1 share of the issuer's common stock upon settlement. RSU was granted on September 23, 2016 under the Amended and Restated 2016 Equity Incentive Plan (the "2016 Plan"). 312,500 RSUs vest on September 23, 2017; the total remaining shares vest in eight (8) pro rata equal installments, quarterly for two (2) years thereafter, subject to continued service.
- (3) RSU was granted on April 24, 2017 under the 2016 Plan. 166,666 RSUs vest on April 24, 2018; the total remaining shares vest in eight (8) pro rata equal installments, quarterly for two (2) years thereafter, subject to continued service.

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.