

Edge Therapeutics, Inc.
Form 4
October 08, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Spiegel Robert J.

(Last) (First) (Middle)

200 CONNELL DRIVE, SUITE
1600

(Street)

BERKELEY HEIGHTS, NJ 07922

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Edge Therapeutics, Inc. [EDGE]

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

10/06/2015

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/06/2015		C		23,579	A	<u>11</u>	23,579	D	
Common Stock	10/06/2015		C		10,533	A	<u>11</u>	34,112	D	
Common Stock	10/06/2015		P		3,000	A	\$ 11	37,112	D	
Common Stock	10/06/2015		J ⁽²⁾		1,549	A	\$ 7.91	38,661	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)

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. Amount or Number of Shares
Series C-1 Convertible Preferred Stock	<u>(1)</u>	10/06/2015		C	32,258	<u>(1)</u> <u>(1)</u>	Common Stock	23,579
Series C-2 Convertible Preferred Stock	<u>(1)</u>	10/06/2015		C	14,409	<u>(1)</u> <u>(1)</u>	Common Stock	10,533

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spiegel Robert J. 200 CONNELL DRIVE, SUITE 1600 BERKELEY HEIGHTS, NJ 07922	X			

Signatures

/s/ Albert N. Marchio II, attorney
in fact 10/08/2015

__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).

The convertible preferred stock converted into the Issuer's common stock at a conversion ratio, as adjusted to give effect to the Issuer's

(1) 1-for-1.3681 reverse stock split effected on September 21, 2015, of one share of common stock for every 1.3681 shares of preferred stock immediately prior to the closing of the Issuer's initial public offering of common stock, and had no expiration date.

(2)

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The Reporting Person received a total of 1,549 shares of the Issuer's common stock, which represented a payment-in-kind dividend on 46,667 shares of the Issuer's convertible preferred stock owned at the time of the dividend payment date.

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.