

Green Kevin Dennis
Form 4
March 13, 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 *
Green Kevin Dennis

2. Issuer Name and Ticker or Trading Symbol
CERUS CORP [CERS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CERUS CORPORATION, 2550 STANWELL DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2019

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

(Street)
CONCORD, CA 94520

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)
			Code	V	Amount or Price		
Common Stock	03/10/2019		M		6,000 A \$ 66,825	D	
Common Stock	03/12/2019		S		2,075 (2) D \$ 6.48 64,750	D	
Common Stock	03/11/2019		M		2,783 A \$ 2.15 67,533	D	
Common Stock	03/11/2019		S		2,783 D \$ 6.4589 (3) 64,750	D	
Common Stock	03/12/2019		M		7,500 A \$ 72,250	D	

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Common Stock	03/13/2019	S	<u>2,832</u> (2)	D	\$ 5.8994	69,418	D
Common Stock	03/12/2019	S	15,834	A	<u>1</u>	85,252	D
Common Stock	03/13/2019	M	<u>5,979</u> (2)	D	\$ 5.9009	79,273	D

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

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(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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>1</u>	03/10/2019		M		6,000	<u>4</u>	<u>4</u>	Common Stock	6,000
Option (Right to Buy)	\$ 2.15	03/11/2019		M		2,783	<u>6</u>	09/30/2019	Common Stock	2,783
Restricted Stock Unit	<u>1</u>	03/12/2019		M		7,500	<u>7</u>	<u>7</u>	Common Stock	7,500
Restricted Stock Unit	<u>1</u>	03/12/2019		M		15,834	<u>8</u>	<u>8</u>	Common Stock	15,834

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green Kevin Dennis C/O CERUS CORPORATION 2550 STANWELL DRIVE CONCORD, CA 94520			Chief Financial Officer	

Signatures

Kevin D. Green, by Chrystal Menard,
attorney-in-fact

03/13/2019

__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) Each restricted stock unit represents a contingent right to receive one (1) share of Cerus Common Stock.
Represents the number of shares required to be sold to cover the statutory tax withholding obligations and corresponding brokerage fee in connection with the vesting of the restricted stock units listed in Table II. This sale is mandated by the election to satisfy the minimum statutory tax withholding obligations through a "sell to cover" transaction and does not represent a discretionary sale by the reporting person.
 - (2) This transaction was executed pursuant to a 10b5-1 plan. The reported price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.44 to \$6.49 per share, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the aforementioned range set forth.
 - (3) The restricted stock unit vests in three equal annual installments beginning on March 10, 2017.
 - (4) Not applicable.
 - (5) One eighth (1/8th) of the shares subject to the Option vested six (6) months after the grant date, and one forty-eighth (1/48th) of the shares subject to the Option vested each month thereafter.
 - (6) The restricted stock unit vests in three equal annual installments beginning on March 12, 2018.
 - (7) The restricted stock unit vests in three equal annual installments beginning on March 12, 2019.
 - (8) The restricted stock unit vests in three equal annual installments beginning on March 12, 2019.

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.