

Ponder Quentin Dean
 Form 4
 March 09, 2018

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 *
 Ponder Quentin Dean

2. Issuer Name and Ticker or Trading Symbol
 COOL TECHNOLOGIES, INC.
 [WARM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

(Last) (First) (Middle)
 8875 HIDDEN RIVER PARKWAY, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/12-07:00/2018

TAMPA, FL 33637
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 X 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 \$0.001 | 02/12-07:00/2018 | | A | | 1,000,000 | A | \$ 0 (1) |
| Common Stock \$0.001 | | | | | 2,400,000 | D | |

Summit Management Consulting, Inc. (1)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. U |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|
| | | | | Code V | (A) | (D) | Expiration Date |
| Warrant (to purchase common stock) | \$ 0.0714 | 02/12-07:00/2018 | | A | 1,000,000 | 02/12-07:00/2018 | 02/12-07:00/2023 |
| Warrant (to purchase common stock) | \$ 0.0714 | 02/25-07:00/2018 | | A | 600,000 | 02/25-07:00/2018 | 02/25-07:00/2023 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ponder Quentin Dean 8875 HIDDEN RIVER PARKWAY SUITE 300 TAMPA, FL 33637 | | | Chief Financial Officer | |

Signatures

/s/ Quentin Ponder 03/08-07:00/2018

**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).
- Mr. Ponder is the sole owner of Summit Management Consulting, Inc. ("Summit Management"). In exchange for \$50,000 of consulting fees due to Summit Management, on February 12, 2018, the Issuer issued Summit Management 1,000,000 shares of common stock and a warrant to purchase 1,000,000 shares of the Issuer's common stock at an exercise price of \$.0714 per share.
- (1) In exchange for \$30,000 of consulting fees due to Summit Management, on February 25, 2018, the Issuer issued a warrant to purchase 600,000 shares of the Issuer's common stock at an exercise price of \$.0714 per share and intends to issue Summit Management 600,000

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shares of common stock which have not yet been issued.

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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