

Edge Therapeutics, Inc.
Form 4
October 08, 2015

FORM 4

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

OMB APPROVAL

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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 *
Einhorn Andrew 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)
Chief Financial Officer

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 | | 10,443 | A | 10,443 | D | |
| Common Stock | 10/06/2015 | | C | | 4,747 | A | 15,190 | D | |
| Common Stock | 10/06/2015 | | C | | 24,089 | A | 39,279 | D | |
| Common Stock | 10/06/2015 | | J ⁽³⁾ | | 2,377 | A | \$ 6.79 | 41,656 | D |
| Common Stock | 10/06/2015 | | C | | 15,720 | A | 15,720 | I ⁽²⁾ | |

By Harpua, LLC ⁽²⁾

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|------------|--------|--------------|---------------------------|
| Common Stock | 10/06/2015 | C | 21,221 | A | <u>(1)</u> | 36,941 | I <u>(2)</u> | By Harpua, LLC <u>(2)</u> |
| Common Stock | 10/06/2015 | P | 45,000 | A | \$ 11 | 81,941 | I <u>(2)</u> | By Harpua, LLC <u>(2)</u> |
| Common Stock | 10/06/2015 | J ⁽⁴⁾ | 1,651 | A | \$ 7.75 | 83,592 | I <u>(2)</u> | By Harpua, LLC <u>(2)</u> |

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 displays a currently valid OMB control number.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Series B-1 Convertible Preferred Stock | <u>(1)</u> | 10/06/2015 | | C | 14,286 | <u>(1)</u> <u>(1)</u> | Common Stock | 10,443 |
| Series C Convertible Preferred Stock | <u>(1)</u> | 10/06/2015 | | C | 6,494 | <u>(1)</u> <u>(1)</u> | Common Stock | 4,747 |
| Series C-1 Convertible Preferred Stock | <u>(1)</u> | 10/06/2015 | | C | 32,956 | <u>(1)</u> <u>(1)</u> | Common Stock | 24,089 |
| Series C-1 Convertible Preferred Stock | <u>(1)</u> | 10/06/2015 | | C | 21,506 | <u>(1)</u> <u>(1)</u> | Common Stock | 15,720 |
| | <u>(1)</u> | 10/06/2015 | | C | 29,032 | <u>(1)</u> <u>(1)</u> | | 21,221 |

Series C-2
Convertible
Preferred
Stock

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Einhorn Andrew J. 200 CONNELL DRIVE, SUITE 1600 BERKELEY HEIGHTS, NJ 07922 | | | Chief Financial Officer | |

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) The Reporting Person is the sole managing member of Harpua, LLC and may be deemed to beneficially own these shares. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
 - (3) The Reporting Person received a total of 2,377 shares of the Issuer's common stock which represented a payment-in-kind dividend on 39,450 shares of the Issuer's convertible preferred stock owned at the time of the dividend payment date.
- Harpua, LLC received a total of 1,651 shares of the Issuer's common stock which represented a payment-in-kind dividend on 50,538
- (4) shares of the Issuer's convertible preferred stock owned at the time of the dividend payment date. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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.