

Onconova Therapeutics, Inc.

Form 4

August 10, 2016

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bienen Henry S

(Last) (First) (Middle)

C/O ONCONOVA
THERAPEUTICS, INC., 375
PHEASANT RUN

(Street)

NEWTOWN, PA 18940

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Onconova Therapeutics, Inc.
[ONTX]

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price \$
Common Stock	07/29/2016		X		7,420	A	4.1 (1)
							8,914
							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)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Subscription Rights (right to buy)	\$ 4.1	07/26/2016		X		2,241		07/08/2016	07/26/2016	See footnote <u>(1)</u>	2,241
Warrants (right to buy)	\$ 4.92	07/29/2016		X		5,564		07/29/2016	07/27/2021	Common Stock <u>(2)</u>	5,564

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bienen Henry S
C/O ONCONOVA THERAPEUTICS, INC.
375 PHEASANT RUN
NEWTOWN, PA 18940

X

Signatures

/s/ Mark Guerin as
attorney-in-fact

08/10/2016

__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 common stock and the warrants reported on this Form 4 were acquired pursuant to the exercise of subscription rights previously distributed by the Issuer to all holders of the Issuer's common stock. Each holder received 1.5 subscription rights per share of stock owned, and each right allowed the recipient to purchase one unit, consisting of one share of common stock and 0.75 of a warrant to

- (1) purchase one share of common stock. The subscription price per unit was \$4.10. Holders of the subscription rights, including the Reporting Person, also had an overallotment privilege to subscribe for additional units not purchased by other holders, subject to allocation. The allocation of the overallotment privilege to persons who hold their securities through a broker was completed on August 1, 2016
- (2) Each warrant entitles the holder to purchase one share of the Company's common stock at an exercise price of \$4.92 from the date of issuance through July 27, 2021.

Remarks:

Exhibit 24 - Power-of-Attorney attached.

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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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