

Edgar Filing: Edge Therapeutics, Inc. - Form SC 13G/A

Edge Therapeutics, Inc.
Form SC 13G/A
February 13, 2018

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Amendment No.: 2*

Name of Issuer: Edge Therapeutics, Inc.

Title of Class of Securities: Common Stock

CUSIP Number: 279870109

Date of Event Which Requires Filing of this Statement: 12/31/2017

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

Rule 13d-1(b) Rule 13d-1(c) Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.: 279870109

1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Janus Capital Management LLC EIN #75-3019302

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP a. ___ b. ___ 3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER 0**

6. SHARED VOTING POWER 0**

7. SOLE DISPOSITIVE POWER 0**

8. SHARED DISPOSITIVE POWER 0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0**

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
Not applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%**

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12. TYPE OF REPORTING PERSON IA, HC

** See Item 4 of this filing

Item 1.

(a). Name of Issuer: Edge Therapeutics, Inc. ("Edge")

(b). Address of Issuer's Principal Executive Offices:

300 Connell Drive, Suite 4000 Berkeley Heights, NJ 07922

Item 2.

(a)-(c). Name, Principal Business Address, and Citizenship of Persons Filing:

(1) Janus Capital Management LLC ("Janus Capital") 151 Detroit Street
Denver, Colorado 80206 Citizenship: Delaware

(d). Title of Class of Securities: Common Stock

(e). CUSIP Number: 279870109

Item 3.

This statement is filed pursuant to Rule 13d-1 (b) or 13d-2(b) and the person filing, Janus Capital, is an investment adviser in accordance with Section 240.13d-1(b) (ii) (E) as well as a parent holding company/control person in accordance with Section 240.13d-1(b) (ii) (G). See Item 4 for additional information.

Item 4. Ownership

The information in items 1 and 5 through 11 on the cover page(s) on Schedule 13G is hereby incorporated by reference.

Janus Capital has a direct 97.11% ownership stake in Intech Investment Management ("Intech") and a direct 100% ownership stake in Perkins Investment Management LLC ("Perkins"). Due to the above ownership structure, holdings for Janus Capital, Perkins and Intech are aggregated for purposes of this filing. Janus Capital, Perkins and Intech are registered investment advisers, each furnishing investment advice to various investment companies registered under Section 8 of the Investment Company Act of 1940 and to individual and institutional clients (collectively referred to herein as "Managed Portfolios").

As a result of its role as investment adviser or sub-adviser to the Managed Portfolios, Janus Capital may be deemed to be the beneficial owner of 0 shares or 0.0% of the shares outstanding of Edge Common Stock held by such Managed Portfolios. However, Janus Capital does not have the right to receive any dividends from, or the proceeds from the sale of, the securities held in the Managed Portfolios and disclaims any ownership associated with such rights.

Item 5. Ownership of Five Percent or Less of a Class

The Managed Portfolios, set forth in Item 4 above, have the right to receive all dividends from, and the proceeds from the sale of, the securities held in their respective accounts.

This statement is being filed to report the fact that the reporting

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persons have ceased to be the beneficial owners of more than five percent of the class of securities.

These shares were acquired in the ordinary course of business, and not with the purpose of changing or influencing control of the Issuer.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

JANUS CAPITAL MANAGEMENT LLC

By /s/ Brennan Hughes
Brennan Hughes, Senior Vice President & Treasurer
Date 2/13/2018

ack; border-top-width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">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)CodeVAmount(A) or (D)Price Common Stock 3,971.198 I Parker Retirement Savings Plan Common
Stock05/28/2014 M 7,090 A \$ 87.75 55,905 D Common Stock05/28/2014 M 14,400 A \$ 65.34 70,305 D
Common Stock05/28/2014 F 5,886 D \$ 124.38 64,419 D Common Stock05/28/2014 F 10,811 D \$ 124.34 53,608
D Common Stock05/28/2014 S 1,204 D \$ 124.361 ⁽¹⁾ 52,404 D Common Stock05/28/2014 S 13,300 D \$
124.622 ⁽²⁾ 39,104 D

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. Title and Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Stock Appreciation Right	\$ 87.75	05/28/2014		M		7,090	02/07/2013	08/09/2015	Common Stock
Option to Buy with Tandem Stock Appreciation Right	\$ 65.34	05/28/2014		M		14,400	<u>(3)</u>	08/12/2018	Common Stock
Stock Appreciation Right	\$ 124.39	05/28/2014		A		7,568	05/28/2015	08/12/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sherrard Roger S PARKER-HANNIFIN CORPORATION 6035 PARKLAND BOULEVARD CLEVELAND, OH 44124			VP and Pres - Aerospace Group	

Signatures

Rhoda M. Minichillo,
Attorney-in-Fact

05/29/2014

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.341 to \$124.364, inclusive. The reporting person undertakes to provide to Parker-Hannifin Corporation, any security holder of Parker-Hannifin Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the

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number of shares sold at each separate price within the ranges set forth in footnote 1 to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.600 to \$124.735, inclusive. The reporting person undertakes to provide to Parker-Hannifin Corporation, any security holder of

- (2) Parker-Hannifin Corporation, 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 ranges set forth in footnote 2 to this Form 4.
- (3) The option with tandem SAR vested in three equal annual installments beginning 8/13/2009.

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.