

STROMMEN JACK B.
Form 4
May 22, 2018

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 *
STROMMEN JACK B.

2. Issuer Name and Ticker or Trading Symbol
BIOLARGO, INC. [BLGO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7108 31ST AVENUE NORTH

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

MINNEAPOLIS, MN 55427

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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 05/18/2018 | | C(1) | V | Amount: 2,201,714 Price: \$ 0.3 | A | 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)

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| 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 |

| | | | | | | | | | |
|-----------------------------|-----------------------|------------|--|---|--|------------|-----------------------|--------------|-----------|
| Convertible Promissory Note | \$ 0.3 ⁽³⁾ | 05/18/2018 | | C | | \$ 650,000 | 10/08/2015 06/01/2018 | Common Stock | 2,166,667 |
|-----------------------------|-----------------------|------------|--|---|--|------------|-----------------------|--------------|-----------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STROMMEN JACK B. 7108 31ST AVENUE NORTH MINNEAPOLIS, MN 55427 | | X | | |

Signatures

/s/ John R. Browning, Attorney
in fact

05/22/2018

**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).

- Shares were issued to Reporting Person in exchange for conversion of the promissory note reported as "disposed" in Table II, issued in
- (1) exchange for a \$650,000 investment in Issuer's 2015 Unit Offering, and include shares issued as payment of principal at \$0.30 per share and accrued interest at \$0.25 per share.
 - (2) Represents the conversion price set forth in the Convertible Promissory Note reported herein.
 - (3) Reporting Person elected to reduce conversion price of subject promissory note from \$0.35 to \$0.30 through the payment of \$39,000.
 - (4) Upon reduction of conversion price to \$0.30, number of shares of common stock underlying the note increased from 1,857,143 to 2,166,667.

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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