

SICIGNANO HENRY III
Form 4
April 03, 2018

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SICIGNANO HENRY III

(Last) (First) (Middle)

C/O 22ND CENTURY GROUP,
INC., 8560 MAIN STREET

(Street)

WILLIAMSVILLE, NY 14221

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

22nd Century Group, Inc. [XXII]

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

03/06/2018

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)

President and CEO

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)
Common Stock				(A) or (D)	2,509,422	D	
Common Stock				Code V Amount (D) Price	20,000	I	Custodian for Minor Child
Common Stock					20,000	I	IRA
Common Stock					2,542,347	I	Manager ⁽¹⁾

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

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SEC 1474
(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (Right to Buy)	\$ 2.76	03/06/2018		A		279,553		<u>(2)</u>	03/06/2028	Common Stock	279,553
Stock Option (Right to Buy)	\$ 0.69							05/18/2012	05/18/2022	Common Stock	100,000
Stock Option (Right to Buy)	\$ 0.96							02/16/2016	02/16/2025	Common Stock	350,000
Stock Option (Right to Buy)	\$ 0.95							<u>(4)</u>	03/04/2026	Common Stock	425,533
Stock Option (Right to Buy)	\$ 1.39							<u>(3)</u>	05/24/2027	Common Stock	333,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SICIGNANO HENRY III C/O 22ND CENTURY GROUP, INC. 8560 MAIN STREET WILLIAMSVILLE, NY 14221	X		President and CEO	

Signatures

/s/ John J. Wolfel, Attorney-in-Fact for Henry
Sicignano, III

04/03/2018

__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).

- (1) Shares are owned by Henry Sicignano III Group, LLC.
- (2) Stock option grant which vests one-third on March 6, 2019, March 6, 2020 and March 6, 2021.
- (3) Stock option grant which vests one-third on each of April 1, 2018, April 1, 2019 and April 1, 2020.
- (4) Stock option grant which vests one-third on each of March 4, 2017, March 4, 2018 and March 4, 2019.

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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