

Onconova Therapeutics, Inc.
 Form 4
 August 10, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARINO JAMES J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

**C/O ONCONOVA
 THERAPEUTICS, 375 PHEASANT
 RUN**

(Street)

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

NEWTOWN, PA 18940

(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 (Instr. 4)
			Code	V	Amount	(D)	Price
							\$
Common Stock	08/01/2016 ⁽¹⁾		X		24,405	A	4.1
							<u>(1)</u>
					24,415	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)
Subscription Rights (right to buy)	\$ 4.1	07/26/2016 ⁽¹⁾		X	15	07/08/2016 07/26/2016	See Footnote ⁽¹⁾
Warrants (right to buy)	\$ 4.92	08/01/2016 ⁽¹⁾		X	18,303	07/29/2016 07/27/2021	Common Stock ⁽²⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MARINO JAMES J
C/O ONCONOVA THERAPEUTICS
375 PHEASANT RUN
NEWTOWN, PA 18940

X

Signatures

/s/ Ramesh Kumar 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).

(1) The common stock and the warrants reported on this Form 4 were acquired pursuant to the exercise of subscription rights previously distributed by Onconova Therapeutics, Inc. (the "Company") to all holders of the Company's common stock. The subscription rights entitled each recipient thereof to purchase 1.5 units ("Units") for each share of stock owned. Each Unit consists of one share of the Company's common stock and 0.75 of a warrant, with each warrant representing the right to purchase one share of the Company's common stock. The purchase price for each Unit was \$4.10. Shareholders could also subscribe for an additional allocation of Units, for which rights were not exercised. This allocation to shareholders 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.

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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