

BioCardia, Inc.
Form SC 13D/A
February 14, 2019

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

SCHEDULE 13D
(Rule 13d-101)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
§ 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§240.13d-2(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 7)*

BioCardia, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

09060U408

(CUSIP Number)

Peter Altman

President and Chief Executive Officer

BioCardia, Inc.

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125 Shoreway Road, Suite B

San Carlos, CA 94070

(650) 226-0120

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 10, 2019

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

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1. NAMES OF REPORTING PERSONS

Phillip Frost, M.D.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

WC

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 0 shares

8. SHARED VOTING POWER

OWNED BY

EACH

REPORTING 13,875,318 ⁽¹⁾⁽²⁾ shares

9. SOLE DISPOSITIVE POWER

PERSON

WITH

0 shares
10. SHARED DISPOSITIVE POWER

13,875,318 ⁽¹⁾⁽²⁾ shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,875,318⁽¹⁾⁽²⁾ shares

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

31.1%

14. TYPE OF REPORTING PERSON (see instructions)

IN

- (1) Consists of 12,875,318 shares of Common Stock and a warrant exercisable for 1,000,000 shares of Common Stock held by Frost Gamma Investments Trust. Dr. Phillip Frost is the trustee and Frost Gamma Limited Partnership is the sole and exclusive beneficiary of Frost Gamma Investments Trust. Dr. Frost is one of two limited partners of Frost Gamma Limited Partnership. The general partner of Frost Gamma Limited Partnership is Frost Gamma, Inc. and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is also the sole shareholder of Frost-Nevada Corporation.
- (2) On November 2, 2017, the Issuer effected a 1-12 reverse stock split of its common stock (the Reverse Stock Split). The amount of securities reported on this Schedule 13D/A has been adjusted to reflect the Reverse Stock Split.

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1. NAMES OF REPORTING PERSONS

Frost Gamma Investments Trust 46-0464745

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

WC

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 0 shares

8. SHARED VOTING POWER

OWNED BY

EACH

REPORTING 13,875,318 ⁽¹⁾⁽²⁾ shares

9. SOLE DISPOSITIVE POWER

PERSON

WITH

0 shares
10. SHARED DISPOSITIVE POWER

13,875,318 ⁽¹⁾⁽²⁾ shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,875,318 ⁽¹⁾⁽²⁾ shares

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

31.1%

14. TYPE OF REPORTING PERSON (see instructions)

OO

- (1) Frost Gamma Investments Trust holds 12,875,318 shares of Common Stock and a warrant exercisable for 1,000,000 shares of Common Stock. Dr. Phillip Frost is the trustee and Frost Gamma Limited Partnership is the sole and exclusive beneficiary of Frost Gamma Investments Trust. Dr. Frost is one of two limited partners of Frost Gamma Limited Partnership. The general partner of Frost Gamma Limited Partnership is Frost Gamma, Inc. and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is also the sole shareholder of Frost-Nevada Corporation.
- (2) On November 2, 2017, the Issuer effected a 1-12 reverse stock split of its common stock (the Reverse Stock Split). The amount of securities reported on this Schedule 13D/A has been adjusted to reflect the Reverse Stock Split.

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AMENDMENT NO. 7 TO SCHEDULE 13D

This Amendment No. 7, dated February 14, 2019, (the **Amendment**) amends and supplements the statement on Schedule 13D filed on March 18, 2008, as amended by Amendment No. 1 to the Schedule 13D filed on September 9, 2008, as amended by Amendment No. 2 to the Schedule 13D filed on December 9, 2009, as amended by Amendment No. 3 to the Schedule 13D filed on May 17, 2016, as amended by Amendment No. 4 to the Schedule 13D filed on November 10, 2016, as amended by Amendment No. 5 to the Schedule 13D filed on December 29, 2016, as amended by Amendment No. 6 to the Schedule 13D filed on January 10, 2019 (collectively, the **Original Schedule 13D**), by Phillip Frost, M.D. and Frost Gamma Investments Trust (**Gamma Trust**) (collectively, the **Reporting Persons**). This Amendment relates to the common stock, par value \$0.001 per share, of BioCardia, Inc. (formerly known as Tiger X Medical, Inc., Cardo Medical, Inc. and clickNsettle.com, Inc.), a Delaware corporation (the **Issuer**), and amends the Original Schedule 13D as set forth below. Capitalized terms not defined in this Amendment will have the meanings from the Original Schedule 13D. This Amendment is filed by the Reporting Persons pursuant to the Joint Filing Agreement, dated December 29, 2016 as executed by the reporting persons listed on the cover pages to this Amendment (Exhibit 99.1 to this Amendment).

Item 2. Identity and Background.

Item 2 of the Original Schedule 13D is hereby amended and supplemented to delete Item 2(e) in its entirety and replace Item 2(e) with the following text:

On December 27, 2018, Dr. Frost and Gamma Trust entered into a settlement agreement with the Securities and Exchange Commission (the **Commission**), which was approved by the court on January 10, 2019, to resolve an action brought by the Commission against Dr. Frost, Gamma Trust, and others, in SEC v. Honig et al., 18 Civ. 08175 (S.D.N.Y.). Without admitting or denying the Commission's allegations, Dr. Frost agreed to injunctions from violations of the Sections 5(a), 5(c), and 17(a)(2) of the Securities Act of 1933 and Section 13(d) of the Securities Exchange Act of 1934 and Rule 13d-1(a) thereunder; approximately \$5.5 million in penalty, disgorgement, and prejudgment interest; and a prohibition, with certain exceptions, from trading in penny stocks. Without admitting or denying the Commission's allegations, Gamma Trust agreed to injunctions from violations of Section 17(a)(2) of the Securities Act of 1933; and a prohibition, with certain exceptions, from trading in penny stocks.

Item 3. Source and Amount of Funds or Other Consideration.

No change.

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Item 4. Purpose of Transaction.

No change.

Item 5. Interest in Securities of the Issuer.

No change.

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Item 7. Material to be Filed as Exhibits.

Exhibit Number	Description
99.1	Joint Filing Agreement, dated as of December 29, 2016, by and between the Reporting Persons (previously filed).

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.

Dated: February 14, 2019

/s/ Phillip Frost, M.D.
Phillip Frost, M.D., Individually

FROST GAMMA INVESTMENTS TRUST

Dated: February 14, 2019

By: /s/ Phillip Frost, M.D.
Phillip Frost, M.D., Trustee