Edge Therapeutics, Inc. Form 4

October 08, 2015

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

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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and A Conti Kurt (address of Repo	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Lost)	(Finot)	(M:44le)	Edge Therapeutics, Inc. [EDGE]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% Owner			
200 CONNELL DRIVE, SUITE 1600			10/06/2015	Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
BERKELE	Y HEIGHTS,	, NJ 07922	Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting I Form filed by More than One I Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	equired, Disposed of, or Beneficially Owne			
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(,)	()	Table	e I - Non-L	perivative Se	ecuriti	es Acq	uirea, Disposea o	t, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	10/06/2015		C	160,810	A	<u>(1)</u>	160,810	D	
Common Stock	10/06/2015		C	163,731	A	<u>(1)</u>	324,541	D	
Common Stock	10/06/2015		C	29,238	A	<u>(1)</u>	29,238	I (2)	By Trust (2)
Common Stock	10/06/2015		C	14,619	A	<u>(1)</u>	14,619	I (3)	By Trust (3)
Common Stock	10/06/2015		C	14,619	A	<u>(1)</u>	14,619	I (4)	By Trust (4)

OMB APPROVAL

Estimated average

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Common Stock	10/06/2015	C	789,420 A	(1)	789,420	I (5)	Oakwood Capital, LLC (5)
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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 or 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 Number Shares
Series A Convertible Preferred Stock	<u>(1)</u>	10/06/2015		С	220,000	<u>(1)</u>	<u>(1)</u>	Common Stock	160,81
Series B Convertible Preferred Stock	(1)	10/06/2015		С	224,000	<u>(1)</u>	<u>(1)</u>	Common Stock	163,73
Series B Convertible Preferred Stock	(1)	10/06/2015		С	40,000	<u>(1)</u>	<u>(1)</u>	Common Stock	29,23
Series B Convertible Preferred Stock	<u>(1)</u>	10/06/2015		C	20,000	<u>(1)</u>	<u>(1)</u>	Common Stock	14,61
Series B Convertible Preferred Stock	(1)	10/06/2015		С	20,000	<u>(1)</u>	<u>(1)</u>	Common Stock	14,61
Series B Convertible Preferred Stock	<u>(1)</u>	10/06/2015		С	1,080,000	<u>(1)</u>	<u>(1)</u>	Common Stock	789,42

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Conti Kurt G 200 CONNELL DRIVE, SUITE 1600 X BERKELEY HEIGHTS, NJ 07922

Signatures

/s/ Albert N. Marchio II, attorney in fact

10/08/2015

**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).
- The convertible preferred stock converted into the Issuer's common stock at a conversion ratio, as adjusted to give effect to the Issuer's
- (1) 1-for-1.3681 reverse stock split effected on September 21, 2015, of one share of common stock for every 1.3681 shares of preferred stock immediately prior to the closing of the Issuer's initial public offering of common stock, and had no expiration date.
- (2) Held directly by the Austin Conti Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (3) Held directly by the Brooke Conti Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (4) Held directly by the Hunter Conti Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- The Reporting Person has sole voting and dispositive power over the shares held by Oakwood Capital, LLC and may be deemed to (5) beneficially own these shares. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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.

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