

Egalet Corp
Form 3
February 05, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *
Â AGUIAR-LUCANDER
RENEE

(Last) (First) (Middle)

460 E. SWEDES FORD ROAD,
SUITE 1050

(Street)

WAYNE, Â PA Â 19087

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
02/05/2014

3. Issuer Name and Ticker or Trading Symbol
Egalet Corp [EGLT]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Date Exercisable Expiration Date Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Edgar Filing: Egalet Corp - Form 3

				Shares		or Indirect (I) (Instr. 5)	
Warrants	Â (1)	Â (1)	Common Stock	60,000	\$ (1)	I	By Omega Fund IV (2)
Senior Convertible Debt	Â (3)(4)	Â (3)(4)	Common Stock	(3) (4)	\$ (3) (4)	I	By Omega Fund IV (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AGUIAR-LUCANDER RENEE 460 E. SWEDSFORD ROAD, SUITE 1050 WAYNE, PA 19087	Â X	Â	Â	Â

Signatures

/s/ Stan Musial By: Stan Musial, Attorney in fact for Renee Aguiar-Lucander

02/05/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 warrants will be automatically exercised immediately prior to the consummation of the Issuer's initial public offering on a 1-for-1 basis, provided that Omega purchases a specified minimum amount of common stock in such offering.

- (2) The reporting person is Omega Fund IV L.P. ("Omega Fund IV"). Omega Fund IV GP, L.P. ("Omega GP") is the general partner of Omega, and Omega Fund IV GP Manager, Ltd. ("Omega Manager") is the general partner of Omega GP. Ms. Aguiar-Lucander is a director of Omega Manager and therefore may be deemed to share the right to direct the voting and dispositive control of shares held by Omega Fund IV. Ms. Aguiar-Lucander disclaims beneficial ownership of any such securities except to the extent of his proportionate pecuniary interest therein, and this report shall not be deemed an admission that Ms. Aguiar-Lucander is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (3) The senior convertible debt (the "Senior Debt") is convertible (i) automatically immediately prior to the consummation of the Issuer's initial public offering, into common stock at 50% of the per share price in such offering, (ii) in the event of the sale of all or substantially all of the Issuer's assets or the sale of more than 50% of the total voting rights of the Issuer, into the number of shares of common stock obtained by dividing the number of fully diluted shares of the Issuer by the difference between 1 and the quotient of the aggregate amount of principal and interest on the loan divided by 50% of the sale consideration, and then subtracting the number of fully diluted shares of the Issuer from the result, and (footnote continued below)

- (4) (continued from footnote 3 above) (iii) in the event of a financing which is not a qualified initial public offering but in which the Issuer receives at least \$5,000,000 in proceeds, into a new class of stock to be created by the Issuer at a price to be agreed upon by the holders of the Senior Debt. The principal amount of the Senior Debt held by Omega is \$1,000,000.

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.