Gionco David Form 4 March 08, 2019

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gionco David

2. Issuer Name and Ticker or Trading Issuer Symbol

5. Relationship of Reporting Person(s) to

Director

STEMLINE THERAPEUTICS INC

(Check all applicable)

Chief Accounting Officer

10% Owner

[STML]

(Middle)

(Zip)

3. Date of Earliest Transaction X_ Officer (give title Other (specify (Month/Day/Year) below) 03/07/2019

C/O STEMLINE THERAPEUTICS. INC., 750 LEXINGTON AVENUE,

(Street)

(State)

(First)

ELEVENTH FLOOR

4. If Amendment, Date Original

Code

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Execution Date, if

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially

Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Code V Amount (D) Reported Transaction(s)

Following

(Instr. 3 and 4) Price

Common 03/07/2019 Stock

\$ 1,381 S D 11.32 (1) (2)

(Instr. 3, 4 and 5)

 $238,960 \frac{(3)}{}$ D

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

(Month/Day/Year)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security			Acquired							Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		itle Number of		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

Officer Other Director 10% Owner

Gionco David C/O STEMLINE THERAPEUTICS, INC. 750 LEXINGTON AVENUE, ELEVENTH FLOOR NEW YORK, NY 10022

Chief Accounting Officer

Signatures

/s/ David 03/08/2019 Gionco

**Signature of Date Reporting Person

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).
- In connection with the vesting of 2,890 shares on March 6, 2019, a total of 1,381 of such shares were sold by the Company in order to (1) satisfy the reporting person's tax withholding obligations. The reporting person had no discretion with respect to such sale, which was conducted automatically in accordance with the issuer's corporate policies.
 - Reflects the weighted average sale price. The range of prices for such transaction is \$11.20 to \$11.54. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker-dealer.
- (2) The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Of the 238,960 shares, 201,880 shares are restricted stock.

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.

Reporting Owners 2