

CTD HOLDINGS INC
Form SC 13D/A
July 21, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

CTD HOLDINGS, INC.

(Name of Issuer)

Common Stock, par value \$.0001 per share

(Title of Class of Securities)

12642Q 10 1

(CUSIP Number)

Alison Newman

Fox Rothschild LLP

**100 Park Avenue
New York, New York 10017**

(212) 848-7997

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

July 10, 2015

(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.

(Continued on following pages)

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* 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	NAME OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
2	Novit, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Maryland
7	SOLE VOTING POWER
NUMBER OF	

SHARES	0	SHARED
BENEFICIALLY	8	VOTING
OWNED BY		POWER
EACH		5,900,000
REPORTING	9	SOLE
PERSON		DISPOSITIVE
WITH		POWER
	10	

11	5,900,000
	AGGREGATE AMOUNT
	BENEFICIALLY OWNED
	BY EACH REPORTING
	PERSON

12	5,900,000
	CHECK BOX IF THE
	AGGREGATE AMOUNT IN
	ROW (11) EXCLUDES
	CERTAIN SHARES

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

14	10.3%
	TYPE OF REPORTING
	PERSON

PN

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1 NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS
(ENTITIES ONLY)

2 **Novit U.S., Inc.**
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

6 CITIZENSHIP OR PLACE
OF ORGANIZATION

Delaware

7 SOLE
VOTING
POWER

NUMBER OF

SHARES		0
		SHARED
		VOTING
		POWER
BENEFICIALLY	8	
OWNED BY		
		5,900,000
		SOLE
EACH		DISPOSITIVE
		POWER
REPORTING	9	
PERSON		
		0
		SHARED
WITH		DISPOSITIVE
		POWER
	10	

	5,900,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	5,900,000
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
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14	10.3% TYPE OF REPORTING PERSON
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CO

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1 NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS
(ENTITIES ONLY)

2 **Katarzyna Kusmierz**
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

6 CITIZENSHIP OR PLACE
OF ORGANIZATION

United States

7 SOLE
VOTING
POWER

NUMBER OF

SHARES		0
		SHARED
		VOTING
		POWER
BENEFICIALLY	8	
OWNED BY		
		5,900,000
		SOLE
EACH		DISPOSITIVE
		POWER
REPORTING	9	
PERSON		
		0
		SHARED
WITH		DISPOSITIVE
		POWER
	10	

	5,900,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	5,900,000
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
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14	10.3% TYPE OF REPORTING PERSON
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IN

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Item 1. Security and the Issuer.

This Amendment No. 1 to Schedule 13D (as amended hereby, the "Schedule 13D") is being filed by the Reporting Persons identified below to amend and supplement the Schedule 13D originally filed by the Reporting Persons on August 14, 2014 with respect to the shares of common stock, par value \$0.0001 per share (the "Common Stock"), of CTD Holdings, Inc., a Florida corporation (the "Issuer").

Unless otherwise indicated, all capitalized terms used herein shall have the meanings given to them in the Schedule 13D, and unless amended and supplemented hereby, all information previously filed remains in effect.

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

Item 3 of the Schedule 13D is amended by adding the following paragraph at the end thereof:

On July 10, 2015, Novit entered into a Securities Purchase Agreement with the Issuer (the "Purchase Agreement") pursuant to which Novit purchased 900,000 shares of Common Stock from the Issuer in a private placement for an aggregate purchase price of \$450,000. Such shares of Common Stock were purchased by Novit with its working capital.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended by restated as follows:

(a) As of the date of this filing:

Novit owns directly 5,900,000 shares of Common Stock. Based on 57,162,355 shares of Common Stock issued and outstanding as of July 14, 2015 (based on 54,562,355 shares disclosed by the Issuer as outstanding in the Purchase Agreement, plus the 2,600,000 shares of Common Stock issued thereunder), the 5,900,000 shares of Common Stock owned by Novit constitute 10.3% of the outstanding shares of Common Stock. Each of Novit US and Kusmierz may

be deemed to own the 5,900,000 shares of Common Stock owned by Novit.

(b) Sole power to vote or to direct the vote: 0

Shared power to vote or to direct the vote:

Novit, Novit US and Kusmierz share the power to vote or direct the vote of the 5,900,000 shares of Common Stock owned by Novit.

Sole power to dispose of or to direct the disposition: 0

Shared power to dispose of or to direct the disposition:

Novit, Novit US and Kusmierz share the power to dispose of or direct the disposition of the 5,900,000 shares of Common Stock owned by Novit.

(c) The information provided in Item 3 is hereby incorporated by reference. There have been no other transactions by the Reporting Persons in the shares of Common Stock during the past 60 days.

(d) Janusz Napiorkowski is the beneficiary of the NAP Trust which indirectly owns 100% of the partnership interests of Novit, and in such capacity, together with such trust, has the right to receive dividends from, and proceeds from the sale of, the shares of Common Stock owned by Novit.

(e) Not applicable

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SIGNATURE

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: July 14, 2015 **NOVIT, L.P.**

By: Novit U.S., Inc.,

its General Partner

By: /s/ F. Patrick Ostronic

Name: Patrick Ostronic

Title: Vice President

Dated: July 14, 2015 **NOVIT U.S., INC.**

By: /s/ F. Patrick Ostronic

Name: F. Patrick Ostronic

Title: Vice President

Dated: July 14, 2015 /s/ Katarzyna Kusmierz

Katarzyna Kusmierz

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JOINT FILING AGREEMENT

The undersigned hereby consent to the joint filing by any of them of a Statement on Schedule 13D and any amendments thereto, whether heretofore or hereafter filed, relating to the securities of CTD Holdings, Inc. and hereby affirm that this Schedule 13D is being filed on behalf of each of the undersigned.

Dated: July 14, 2015 **NOVIT, L.P.**

By: Novit U.S., Inc.,

its General Partner

By: /s/ F. Patrick Ostronic

Name: Patrick Ostronic

Title: Vice President

Dated: July 14, 2015 **NOVIT U.S., INC.**

By: /s/ F. Patrick Ostronic

Name: F. Patrick Ostronic

Title: Vice President

Dated: July 14, 2015 /s/ Katarzyna Kusmierz

Katarzyna Kusmierz