

CorMedix Inc.
Form 4
August 10, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILBY RANDY

(Last) (First) (Middle)

C/O CORMEDIX INC., 1430 U.S.
HIGHWAY 206, SUITE 200

(Street)

BEDMINSTER, NJ 07921

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CorMedix Inc. [CRMD]

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.001 par value per share	08/09/2016		M		100,000	A	\$ 0.68	157,026	D	
Common Stock, \$0.001 par value per share	08/09/2016		M		50,000	A	\$ 0.29	246,243	I ⁽¹⁾	MW Bridges LLC ⁽¹⁾

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

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(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 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (right to buy)	\$ 2.02					<u>(2)</u>	01/09/2024	Common Stock, \$0.001 par value per share	100
Series C-3 Non-Voting Convertible Preferred Stock <u>(3)</u>	\$ 1					<u>(3)</u>	<u>(3)</u>	Common Stock, \$0.001 par value per share	237
Warrant (right to purchase Common Stock) <u>(3)</u>	\$ 1.25					01/08/2015	01/08/2020	Common Stock, \$0.001 par value per share	118
Series C-3 Non-Voting Convertible Preferred Stock <u>(4)</u>	\$ 1					<u>(4)</u>	<u>(4)</u>	Common Stock, \$0.001 par value per share	13
Warrant (right to purchase Common Stock) <u>(4)</u>	\$ 1.25					01/08/2015	01/08/2020	Common Stock, \$0.001 par value per share	6,5
Stock Option (right to buy)	\$ 0.9					<u>(5)</u>	03/20/2023	Common Stock, \$0.001 par value per share	437

Instrument	Exercise Price	Grant Date	Expiration Date	Quantity	Underlying	Exercise Period	Expiration Date	Par Value	Quantity
Stock Option (right to buy)	\$ 0.68	08/09/2016		100,000	M	(6)	12/05/2022	\$0.001	100,000
Stock Option (right to buy)	\$ 0.29	08/09/2016		50,000	M	(7)	05/14/2022	\$0.001	50,000
Warrant (right to purchase Common Stock)	\$ 0.4						09/20/2012 - 09/20/2017	\$0.001	62,000
Stock Option (right to buy)	\$ 5					(8)	02/24/2025	\$0.001	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILBY RANDY C/O CORMEDIX INC. 1430 U.S. HIGHWAY 206, SUITE 200 BEDMINSTER, NJ 07921	X		Chief Executive Officer	

Signatures

/s/ Alexander M. Donaldson, with a Power of Attorney for Randy Milby

08/10/2016

**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).
- (1) The reporting person beneficially owns these securities through his ownership interest in MW Bridges LLC (an entity through which he has voting and investment control).
 - (2) The option vested 100% on January 10, 2014.
- On January 8, 2014, the reporting person acquired in a private placement (i) 23,700 shares of the Company's Series C-3 Non-Voting Convertible Preferred Stock, each share is convertible into 10 shares of the Common Stock, \$0.001 par value per share at a conversion price of \$1.00 per share; and (ii) a five-year warrant to purchase Common Stock at an exercise price of \$1.25 per share. The Series C-3 Preferred Stock and the warrants were purchased together at a purchase price of \$10.00 per share for each share of Series C-3 Preferred Stock.

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On January 8, 2014, the reporting person, through his ownership in MW Bridges LLC (an entity through which he has voting and investment control), acquired in a private placement (i) 1,300 shares of the Company's Series C-3 Non-Voting Convertible Preferred

- (4) Stock, each share is convertible into 10 shares of the Common Stock, \$0.001 par value per share at a conversion price of \$1.00 per share; and (ii) a five-year warrant to purchase Common Stock at an exercise price of \$1.25 per share. The Series C-3 Preferred Stock and the warrants were purchased together at a purchase price of \$10.00 per share for each share of Series C-3 Preferred Stock.
- (5) The original grant of 500,000 options were to vest based on performance milestones running through December 31, 2014, pursuant to which 62,500 were forfeited for failure to meet all of the vesting requirements.
- (6) These options vested as follows: (a) fifty percent (50%) on the date of issuance of the CE Mark certification for Neutrolin in Europe, which occurred on July 5, 2013, and (b) fifty percent (50%) on December 31, 2013.
- (7) These options vested 100% upon receipt of CE Mark approval for the Company's Neutrolin product candidate on July 5, 2013.
- (8) These options were granted on February 24, 2015, and vested immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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