

SANUWAVE Health, Inc.  
 Form 4  
 September 30, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Nemelka John Fritzen

(Last) (First) (Middle)  
 1017 NORTH 1010 WEST  
 (Street)  
 OREM, UT 84057  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 SANUWAVE Health, Inc. [SNWV]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 10/01/2015

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)

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 Ownership (Instr. 4)
Common Stock, \$0.001 par value				(A) or (D) Price	552	D	
Common Stock, \$0.001 par value				(A) or (D) Price	0	I	See Footnote (1)

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

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SEC 1474 (9-02)

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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 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)	
					(A)	(D)	Date Exercisable	Expiration Date		
Options	\$ 0.11	10/01/2015		A	150,795		(2)	10/01/2025	Common Stock, \$0.001 par value	150
Options	\$ 0.5	10/01/2015		A	99,205		(3)	10/01/2025	Common Stock, \$0.001 par value	99,
Options	\$ 0.5	03/31/2016		D		99,205	(4)	10/01/2025	Common Stock, \$0.001 par value	99,
Options	\$ 0.06	03/31/2016		A	99,205		(4)	10/01/2025	Common Stock, \$0.001 par value	99,
Options	\$ 0.04	06/16/2016		A	200,000		(5)	06/15/2026	Common Stock, \$0.001 par value	200

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nemelka John Fritzen 1017 NORTH 1010 WEST OREM, UT 84057	X			

## Signatures

/s/ John F. Nemelka  
Date: 09/30/2016

Signature of  
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).  
John F. Nemelka is a Director of SANUWAVE Health, Inc. and is also the Managing Principal of NightWatch Capital Management, LLC,  
(1) which is the general partner of NightWatch Capital Partners II, L.P. ("NWCP II"). The shares of SANUWAVE Health, Inc. that were held by NWCP II were distributed to the partners on June 16, 2016.  
(2) This option for 150,795 shares fully vested on October 1, 2015.  
(3) This option for 99,205 shares fully vested on October 1, 2015.  
(4) This option for 99,205 shares had an adjustment to the exercise price from \$0.50 to \$0.06 per section 4 of the stock option agreement and SEC Registration File No. 333-208676.  
(5) This option for 200,000 shares fully vested on June 16, 2016.

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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