Edge Therapeutics, Inc. Form 4

October 08, 2015

FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

obligations

Form 5

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Einhorn Andrew J. Issuer Symbol Edge Therapeutics, Inc. [EDGE] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify 200 CONNELL DRIVE, SUITE 10/06/2015 below) 1600 Chief Financial Officer (Street) 4. If Amendment, Date Original 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 BERKELEY HEIGHTS, NJ 07922 Person

(City)	(State) (Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	10/06/2015		C	10,443	A	<u>(1)</u>	10,443	D	
Common Stock	10/06/2015		C	4,747	A	<u>(1)</u>	15,190	D	
Common Stock	10/06/2015		C	24,089	A	<u>(1)</u>	39,279	D	
Common Stock	10/06/2015		J(3)	2,377	A	\$ 6.79	41,656	D	
Common Stock	10/06/2015		C	15,720	A	(1)	15,720	I (2)	By Harpua, LLC (2)

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Common Stock	10/06/2015	C	21,221	A	<u>(1)</u>	36,941	I (2)	By Harpua, LLC (2)
Common Stock	10/06/2015	P	45,000	A	\$ 11	81,941	I (2)	By Harpua, LLC (2)
Common Stock	10/06/2015	<u>J(4)</u>	1,651	A	\$ 7.75	83,592	I (2)	By Harpua, LLC (2)

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. Transactic Code (Instr. 8)	orDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B-1 Convertible Preferred Stock	(1)	10/06/2015		С		14,286	<u>(1)</u>	<u>(1)</u>	Common Stock	10,443
Series C Convertible Preferred Stock	(1)	10/06/2015		С		6,494	<u>(1)</u>	<u>(1)</u>	Common Stock	4,747
Series C-1 Convertible Preferred Stock	<u>(1)</u>	10/06/2015		С		32,956	<u>(1)</u>	<u>(1)</u>	Common Stock	24,089
Series C-1 Convertible Preferred Stock	(1)	10/06/2015		С		21,506	<u>(1)</u>	<u>(1)</u>	Common Stock	15,720
	(1)	10/06/2015		C		29,032	<u>(1)</u>	<u>(1)</u>		21,221

Series C-2 Convertible Preferred Stock Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships							
·	Director	10% Owner	Officer	Other				
Einhorn Andrew J.			Chief					
200 CONNELL DRIVE, SUITE 1600			Financial					
BERKELEY HEIGHTS, NJ 07922			Officer					

Signatures

/s/ Albert N. Marchio II, attorney in fact

10/08/2015

**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).
- The convertible preferred stock converted into the Issuer's common stock at a conversion ratio, as adjusted to give effect to the Issuer's

 (1) 1-for-1.3681 reverse stock split effected on September 21, 2015, of one share of common stock for every 1.3681 shares of preferred stock immediately prior to the closing of the Issuer's initial public offering of common stock, and had no expiration date.
- (2) The Reporting Person is the sole managing member of Harpua, LLC and may be deemed to beneficially own these shares. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (3) The Reporting Person received a total of 2,377 shares of the Issuer's common stock which represented a payment-in-kind dividend on 39,450 shares of the Issuer's convertible preferred stock owned at the time of the dividend payment date.
- Harpua, LLC received a total of 1,651 shares of the Issuer's common stock which represented a payment-in-kind dividend on 50,538 (4) shares of the Issuer's convertible preferred stock owned at the time of the dividend payment date. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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 3