

Zweiman Ari
Form 3/A
May 02, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â 683 Capital Management, LLC			(Month/Day/Year)	Onconova Therapeutics, Inc. [ONTX]	
(Last)	(First)	(Middle)	05/01/2018		
3 COLUMBUS CIRCLE, Â SUITE 2205			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		02/12/2018
NEW YORK, Â NY Â 10019			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

Series A Convertible Preferred Stock Purchase Warrant ⁽¹⁾	02/12/2018	12/31/2019	Series A Convertible Preferred Stock ⁽²⁾	200,000	\$ 4.4625 ⁽³⁾	I ⁽¹⁾ ⁽⁴⁾	By 683 Capital Partners, LP
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
683 Capital Management, LLC 3 COLUMBUS CIRCLE SUITE 2205 NEW YORK, NY 10019	^	^ X	^	^
683 Capital Partners, LP C/O 683 CAPITAL GP, LLC 3 COLUMBUS CIRCLE, SUITE 2205 NEW YORK, NY 10019	^	^ X	^	^
Zweiman Ari C/O 683 CAPITAL MANAGEMENT 3 COLUMBUS CIRCLE, SUITE 2205 NEW YORK, NY 10019	^	^ X	^	^

Signatures

/s/ Ari Zweiman, Managing Member of 683 Capital GP, LLC, in its capacity as general partner of 683 Capital Partners, LP	05/02/2018
__Signature of Reporting Person	Date
/s/ Ari Zweiman, Managing Member of 683 Capital Management, LLC	05/02/2018
__Signature of Reporting Person	Date
/s/ Ari Zweiman	05/02/2018
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
 This Form 3 amendment is being filed jointly by 683 Capital Management, LLC ("683 Management"), 683 Capital Partners, LP ("683 Partners") and Ari Zweiman (collectively, the "Reporting Persons") to further amend the Form 3 filed on February 12, 2018, as amended by Form 3 amendment filed on February 16, 2018. Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
- (1) Each share of Series A Convertible Preferred Stock of the Issuer is convertible into 10 shares of Common Stock of the Issuer, subject to adjustment.
- (2) As disclosed in the Issuer's Form 8-K filed with the Securities and Exchange Commission on April 30, 2018 (the "April 30, 2018 Form 8-K"), in accordance with the terms and conditions of a Lock-Up Waiver Agreement, dated April 16, 2018, between the Issuer and the underwriter for the Issuer's public offering of 5,707,500 shares of Common Stock in February 2018, the exercise price of the Series A

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Convertible Preferred Stock Purchase Warrant has been repriced from \$1.01 per 0.1 of one share of Series A Convertible Preferred Stock (or \$10.10 per share of Series A Convertible Preferred Stock) to \$0.44625 per 0.1 share of Series A Convertible Preferred Stock (or \$4.4625 per share of Series A Convertible Preferred Stock), after the closing of the offering described in the April 30, 2018 Form 8-K on May 1, 2018.

Represents securities held directly by 683 Partners. 683 Management is the investment manager of 683 Partners. Ari Zweiman is the

- (4) Managing Member of 683 Management. As a result, each of 683 Management and Ari Zweiman may be deemed to beneficially own the securities held by 683 Partners.

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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