

BERGER RONALD
Form 5
February 13, 2013

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BERGER RONALD

(Last) (First) (Middle)

7 DEERPARK DRIVE, STE K

(Street)

2. Issuer Name and Ticker or Trading Symbol
Cytosorbents Corp [CTSO]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

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

6. Individual or Joint/Group Reporting

(check applicable line)

MONMOUTH JUNCTION, NJ 08852

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock, par value \$0.001 per share	08/11/2006		P4	500 A \$ 3.72	6,500	I	Spouse
Common Stock, par value \$0.001 per share	06/21/2007		P4	1,000 A \$ 0.55	6,500	I	Spouse

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Common Stock, par value \$0.001 per share 08/27/2007 Â P4 5,000 A \$ 0.55 6,500 I Spouse

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

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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)	Amount of Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date		
Series B Preferred Stock	\$ 0.0362 ⁽¹⁾	10/05/2009	Â	P4	68.83	Â	Â ⁽²⁾	Â ⁽³⁾	Common Stock, par value \$0.001 per share	19
Convertible Note ⁽⁴⁾	\$ 0.1	10/22/2010	Â	P4	\$ 5,000	Â	Â ⁽²⁾	10/22/2012	Common Stock, par value \$0.001	50
Warrants	Â	10/22/2010	Â	P4	43,333 ⁽⁵⁾	Â	Â ⁽²⁾	Â ⁽³⁾	Common Stock, par value \$0.001	40
Stock Options	\$ 0.173	01/04/2010	Â	A4	15,000	Â	01/04/2010	01/04/2015	Common Stock, par value \$0.001 per share	15,000
Stock Options	\$ 0.168	01/28/2009	Â	A4	15,000	Â	01/28/2009	01/28/2014	Common Stock, par value \$0.001 per share	15,000
Stock Options	\$ 0.168	01/18/2012	Â	A4	30,000	Â	01/18/2012	01/18/2017	Common Stock, par	30,000

Stock Options	\$ 0.25	01/16/2008	Â	A4	9,000	Â	01/16/2008	01/16/2013		value \$0.001 per share	9
Stock Options	\$ 0.136	01/06/2011	Â	A4	75,000	Â	01/06/2011	01/06/2016		Common Stock, par value \$0.001 per share	7
Stock Options	\$ 0.035	06/25/2008	Â	A4	9,000	Â	06/25/2008	06/25/2013		Common Stock, par value \$0.001 per share	9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERGER RONALD 7 DEERPARK DRIVE STE K MONMOUTH JUNCTION, NJ 08852	Â	Â	Â See Remarks	Â

Signatures

/s/ Ronald E. Berger
02/13/2013

**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 conversion rate of these securities is one share of the Issuer's Common Stock for each \$0.0362 of stated value or accrued but unpaid dividends being converted, subject to adjustment. Each share of the Series B Preferred Stock has a stated value of \$100.
- (2) Immediately exercisable.
- (3) Not applicable.
- (4) The convertible note has expired as of October 22, 2012. Accordingly, the note is convertible into 58,011 shares of Common Stock (the aggregate amount of principal plus accrued interest) at maturity. The Company has not yet issued the corresponding shares, however, intends to do so promptly.
- (5) In connection with the Convertible Note, Ronald Berger holds the following warrants: (i) 8,333 warrants with an exercise price of \$0.15, (ii) 10,000 warrants with an exercise price of \$0.125, and (iii) 25,000 warrants with an exercise price of \$0.10.

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- (6) The stock options were issued as compensation for services rendered.
- (7) Includes all of the options to purchase Common Stock by Ronald Berger.

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Remarks:

Interim CFO - In connection with David Lamadrid's resignation from his position as CFO on June

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