

Biostage, Inc.
Form 3
July 29, 2016

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 | |
| DerSimonian Harout | | (Month/Day/Year) | Biostage, Inc. [BSTG] | |
| (Last) | (First) | (Middle) | 07/21/2016 | |
| C/O BIOSTAGE, INC., 84 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| OCTOBER HILL ROAD, SUITE | | | | |
| 11 | | | | |
| (Street) | | | | |
| HOLLISTON, MA 01746 | | | | |
| (City) | (State) | (Zip) | | |

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Chief Scientific 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 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) |
|------------------------------------|--|---|--|

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 | |

| Stock Option (right to buy) | Exercise Date | Common Stock | Shares | Exercise Price | or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------|--------------|--------|----------------|----------------------------|----------|
| | | | | | Code | Quantity |
| | 06/01/2026 | Common Stock | 75,000 | \$ 1.36 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DerSimonian Harout C/O BIOSTAGE, INC. 84 OCTOBER HILL ROAD, SUITE 11 HOLLISTON, MA 01746 | | | Chief Scientific Officer | |

Signatures

/s/ Chad Porter by power of attorney
Date: 07/29/2016

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).
- (1) The option will become exercisable as to 25% of the shares underlying the option on June 1, 2017 with the remaining shares underlying the option vesting in three equal installments on June 1, 2018, 2019 and 2020.

^

Remarks:

Exhibit List: Exhibit 24 - Limited Power of Attorney

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.