

Stetson John
Form 4
November 13, 2017

FORM 4

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

OMB APPROVAL

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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 *
Stetson John

(Last) (First) (Middle)

C/O POLARITYTE, INC., 615
ARAPEEN DRIVE

(Street)

SALT LAKE CITY, UT 84108

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
POLARITYTE, INC. [COOL]

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2017

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)
Chief Financial 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 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)
			Code	V	Amount (D) Price		
Common stock, par value \$0.001 per share	11/10/2017		A		40,000 (1) \$ 0 (2) 380,923 (3)	D	
Common stock, par value \$0.001 per share	11/10/2017		A		7,500 (4) \$ 0 (5) 380,923 (3)	D	

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. 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option	\$ 24.59	11/10/2017		A	60,000 (6)	(6) 11/10/2027	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stetson John C/O POLARITYTE, INC. 615 ARAPEEN DRIVE SALT LAKE CITY, UT 84108		X	Chief Financial Officer	

Signatures

/s/ John Stetson 11/13/2017

__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) Represents a restricted stock award under the PolarityTE, Inc. 2017 Equity Incentive Plan (the "Restricted Stock Award"), of which one-half shall vest on the date of grant and one-half shall vest in twenty four (24) equal monthly installments on the one month anniversary of the grant date.
 - (2) Restricted Stock Award is issued as a performance award for the Reporting Person's role as Chief Financial Officer and a director of the Issuer.
 - (3) Includes shares vested or to be vested within 60 days.
 - (4) Represents a restricted stock award under the PolarityTE, Inc. 2017 Equity Incentive Plan (the "Second Restricted Stock Award"), which shall vest immediately on the date of grant
 - (5) Second Restricted Stock Award is in connection with the Reporting Person entering into a new employment agreement with the Issuer.

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- (6) Represents an option award under the PolarityTE, Inc. 2017 Equity Incentive Plan (the "Option Award"), of which one-half shall vest on the date of grant and one-half shall vest in twenty four (24) equal monthly installments on the one month anniversary of the grant date.
- (7) Option Award is compensation for the Reporting Person's service as Chief Financial Officer and director of the Issuer.
- (8) Includes options vested or to be vested within 60 days pursuant to the Option Award.

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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