

Edge Therapeutics, Inc.
Form 4
October 08, 2015

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 *
HEALY JAMES

(Last) (First) (Middle)

C/O SOFINNOVA, 3000 SAND HILL ROAD, BLDNG 4, SUITE 250

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Edge Therapeutics, Inc. [EDGE]

3. Date of Earliest Transaction (Month/Day/Year)
10/06/2015

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 10/06/2015 | | C | 1,807,703 | A <u>1</u> 1,807,703 | I <u>(2)</u> | By Fund <u>(2)</u> |
| Common Stock | 10/06/2015 | | P | 450,000 | A \$ 11 2,257,703 | I <u>(2)</u> | By Fund <u>(2)</u> |
| Common Stock | 10/06/2015 | | J ⁽³⁾ | 53,665 | A \$ 8.6 2,311,368 | I <u>(2)</u> | By Fund <u>(2)</u> |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series C-2 Convertible Preferred Stock | (1) | 10/06/2015 | | C | 2,473,118 | (1) | (1) | Common Stock | 1,807,703 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HEALY JAMES C/O SOFINNOVA 3000 SAND HILL ROAD, BLDNG 4, SUITE 250 MENLO PARK, CA 94025 | X | | | |

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.
- Consists of 1,807,703 shares of common stock owned of record by Sofinnova Venture Partners IX, L.P. ("SVP IX"). The Reporting Person is a managing member of Sofinnova Management IX, L.L.C., the general partner of SVP IX, and as such, may be deemed to share voting and investment power with respect to such shares. The Reporting Person disclaims beneficial ownership with regard to such shares, except to the extent of his proportionate pecuniary interest therein.
- (2) SVP IX received a total of 53,665 shares of the Issuer's common stock which represented a payment-in-kind dividend on 2,473,118 shares of the Issuer's convertible preferred stock owned by SVP IX at the time of the dividend payment date. The Reporting Person is a
 - (3) managing member of Sofinnova Management IX, L.L.C., the general partner of SVP IX, and as such, may be deemed to share voting and investment power with respect to such shares. The Reporting Person disclaims beneficial ownership with regard to such shares, except to the extent of his proportionate 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.

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