

BERGER RONALD
Form 5
February 13, 2013

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
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

OMB APPROVAL

OMB
Number: 3235-0362
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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

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)

See Remarks

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	08/11/2006	Â	P4	500 A \$ 3.72	6,500	I	Spouse
Common Stock, par value \$0.001 per share	06/21/2007	Â	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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SEC 2270
(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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
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 10
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 10
Stock Options	\$ 0.168	01/18/2012	Â	A4	30,000 Â	01/18/2012 01/18/2017	Common Stock, par 30

Stock Options	\$ 0.25	01/16/2008	Â	A4	9,000	Â	01/16/2008	01/16/2013	value \$0.001 per share Common Stock, par value \$0.001 per share	9
Stock Options	\$ 0.136	01/06/2011	Â	A4	75,000	Â	01/06/2011	01/06/2016	value \$0.001 per share 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	value \$0.001 per share 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 1, 2011.

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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