Gelbfish Gary A. Form 4/A November 30, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

Symbol

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

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

CorMedix Inc. [CRMD]

1(b).

(Print or Type Responses)

Gelbfish Gary A.

1. Name and Address of Reporting Person *

								(Ch	ieck all applicat	ole)	
(Last) (First) (Middle)			3. Date of Earliest Transaction								
		(Month/D	ay/Year)				Director	10	0% Owner	
C/O CORMEDIX INC., 400			02/16/2018					Officer (gi		ther (specify	
CONNELL	DRIVE, SUITE 3	5000						below)	below)		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)			
BERKELEY	HEIGHTS, NJ							Form filed by Person	y More than One	Reporting	
(City)	(State)	(Zip)	Tabl	e I - Non	-Derivativ	e Secur	ities Ac	quired, Disposed	of, or Benefic	ially Owned	
1.Title of	2. Transaction Date	2A. Deeme	d	3.	4. Secur	ities Ac	equired	5. Amount of	6.	7. Nature of	
Security	urity (Month/Day/Year) Execution Da		Date, if Transaction(A) or Disposed of				d of	Securities	Ownership	Indirect	
(Instr. 3)		any		Code	(D)			Beneficially	Form: Direct (D) or		
		(Month/Day/Year)					Owned	Ownership			
								Following	Indirect (I)	(Instr. 4)	
						(A)		Reported (Instr. 4)			
						or		Transaction(s)			
				Code V	/ Amoun	t (D)	Price	(Instr. 3 and 4)			
Common Stock	02/16/2018			A	10,000	A	(1)	2,111,121	D		
Common Stock								14,000 (2)	I	Landmark Foundation	

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SEC 1474 (9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy Common Stock)	\$ 0.57					<u>(3)</u>	02/16/2028	Common Stock, \$0.001 par value per share	40,000
Stock Option (Right to Buy Common Stock)	\$ 0.37					<u>(4)</u>	08/03/2027	Common Stock, \$0.001 par value per share	75,000
Series C-3 Non-Voting Convertible Preferred Stock	<u>(5)</u>					01/08/2014	<u>(5)</u>	Common Stock, \$0.001 par value per share	500,000
Warrant (Right to Purchase Common Stock)	\$ 0.9					01/08/2015	01/01/2020	Common Stock, \$0.001 par value per share	250,000
Series A Common Stock Warrant (6)	\$ 0.75					<u>(6)</u>	<u>(6)</u>	Common Stock, \$0.001 par value per share	1,000,000
Series B Common Stock Warrant (7)	\$ 1.05					<u>(7)</u>	<u>(7)</u>	Common Stock, \$0.001 par value per share	1,000,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gelbfish Gary A. C/O CORMEDIX INC. 400 CONNELL DRIVE, SUITE 5000 BERKELEY HEIGHTS, NJ 07922

Signatures

/s/ Alexander M. Donaldson, by Power of Attorney

11/30/2018

**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).
- These shares consist of restricted stock units granted on 2/16/2018. These restricted stock units will vest monthly with full vesting on the (1) first anniversary of the date of grant, subject to continued service on the board. This amendment reports the restricted stock units in Table I rather than Table II as originally reported.
- (2) Held by Landmark Foundation, of which Dr. Gelbfish and his wife are trustees.
- (3) These options were granted on 2/16/2018. These options vest in full on the first anniversary of the date of grant, subject to continued service on the board.
- (4) These options vest as follows: 1/3 on August 3, 2017, an additional 1/3 on August 3, 2018, and the remaining 1/3 on August 3, 2019.
- (5) The conversion ratio is equal to the stated value of \$10.00 divided by the conversion price of \$1.00. The Series C-3 Non-Voting Convertible Preferred Stock is perpetual.
- The Series A Common Stock warrant is exercisable any time after the Company publicly announces through the filing of a Current

 Report on Form 8-K that the Company has received Stockholder Approval and the amendment to the Company's Certificate of Incorporation has become effective (the "Initial Exercise Date"). The warrant shall be exercisable for a period of thirteen months from the Initial Exercise Date.
- The Series B Common Stock warrant is exercisable any time after the Company publicly announces through the filing of a Current Report (7) on Form 8-K that the Company has received Stockholder Approval and the amendment to the Company's Certificate of Incorporation has become effective (the "Initial Exercise Date"). The warrant shall be exercisable for a period of five years from the Initial Exercise Date.

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.

Reporting Owners 3