Onconova Therapeutics, Inc.

Form 4

August 01, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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(b).

1. Name and Address of Reporting Person * **MEHTA VIREN**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Onconova Therapeutics, Inc.

(Check all applicable)

[ONTX]

07/30/2013

(Middle)

(Zip)

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Director Officer (give title below)

10% Owner Other (specify

C/O ONCONOVA THERAPEUTICS, INC., 375

PHEASANT RUN

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEWTOWN, PA 18940

(City)

Stock

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code Beneficially Form: Direct Beneficial (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V (D) Price Amount Common 73,839 07/30/2013 C 85,479 (2) D <u>(1)</u> Stock (2) Common 07/30/2013 \mathbf{C} 7,686 93.165 (2) D Α (8)

| Common Stock | 07/30/2013 | C | 17,082 (10) | A | <u>(9)</u> | 110,247 <u>(2)</u> (10) | D |
|-----------------|------------|---|----------------|---|------------|----------------------------|---|
| Common | 0=10010010 | _ | 4.6.66 | | A 4 = | 126,914 (2) | _ |

07/30/2013 P 16,667 D (10)Stock 07/30/2013 C 6,768 <u>(1)</u> 6,768 I

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| Common Stock | | | | | | | | By Viram Foundation (3) |
|-----------------|------------|---|-------|---|------------|-------|---|---|
| Common Stock | 07/30/2013 | C | 772 | A | <u>(6)</u> | 7,540 | I | By Viram Foundation |
| Common Stock | 07/30/2013 | C | 755 | A | <u>(7)</u> | 8,295 | I | By Viram Foundation (3) |
| Common Stock | 07/30/2013 | С | 4,632 | A | (1) | 4,632 | I | By Mehta Partners LLC (4) |
| Common Stock | 07/30/2013 | C | 1,702 | A | <u>(6)</u> | 6,334 | I | By Mehta Partners LLC (4) |
| Common Stock | 07/30/2013 | С | 1,722 | A | <u>(7)</u> | 8,056 | I | By Mehta Partners LLC (4) |
| Common Stock | 07/30/2013 | С | 1,050 | A | (1) | 1,050 | I | By Mehta Partners LLC FBO Jean Kiss Marie IRA |
| Common Stock | 07/30/2013 | С | 345 | A | (6) | 1,395 | I | By Mehta Partners LLC FBO Jean Kiss Marie IRA |
| Common Stock | 07/30/2013 | С | 338 | A | <u>(7)</u> | 1,733 | I | By Mehta Partners LLC FBO Jean Kiss Marie IRA |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Number of TransactionDerivative Code Securities (Instr. 8) 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 or Number of Shares |
| Series B Convertible Preferred Stock | (1) | 07/30/2013 | | С | | 87,470 (11) | <u>(1)</u> | <u>(1)</u> | Common Stock | 73,839 |
| Series E Convertible Preferred Stock | <u>(8)</u> | 07/30/2013 | | С | | 10,246 | (8) | (8) | Common Stock | 7,686 |
| Series I Convertible Preferred Stock | <u>(9)</u> | 07/30/2013 | | С | | 22,771 (12) | <u>(9)</u> | <u>(9)</u> | Common Stock | 17,082 (12) |
| Series B Convertible Preferred Stock | <u>(1)</u> | 07/30/2013 | | C | | 8,020 | <u>(1)</u> | <u>(1)</u> | Common Stock | 6,768 |
| Series C Convertible Preferred Stock | <u>(6)</u> | 07/30/2013 | | C | | 1,030 | <u>(6)</u> | <u>(6)</u> | Common Stock | 772 |
| Series D Convertible Preferred Stock | <u>(7)</u> | 07/30/2013 | | C | | 1,007 | <u>(7)</u> | <u>(7)</u> | Common Stock | 755 |
| Series B Convertible Preferred Stock | <u>(1)</u> | 07/30/2013 | | C | | 5,488 | <u>(1)</u> | <u>(1)</u> | Common Stock | 4,632 |
| Series C Convertible Preferred Stock | <u>(6)</u> | 07/30/2013 | | С | | 2,270 | <u>(6)</u> | <u>(6)</u> | Common Stock | 1,702 |
| Series D Convertible Preferred Stock | (7) | 07/30/2013 | | С | | 2,296 | <u>(7)</u> | <u>(7)</u> | Common Stock | 1,722 |

| Series B Convertible Preferred Stock | (1) | 07/30/2013 | С | 1,245 | <u>(1)</u> | <u>(1)</u> | Common Stock | 1,050 |
|---|------------|------------|---|-------|------------|------------|-----------------|-------|
| Series C Convertible Preferred Stock | (6) | 07/30/2013 | С | 460 | <u>(6)</u> | <u>(6)</u> | Common Stock | 345 |
| Series D Convertible Preferred Stock | <u>(7)</u> | 07/30/2013 | С | 451 | <u>(7)</u> | <u>(7)</u> | Common Stock | 338 |

Deletionship

Reporting Owners

| Reporting Owner Name / Address | | Kelationsi | | |
|---|----------|------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MEHTA VIREN C/O ONCONOVA THERAPEUTICS, INC. 375 PHEASANT RUN NEWTOWN, PA 18940 | X | | | |

Signatures

/s/ Ajay Bansal, as attorney in fact 07/30/2013

**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 Series B Convertible Preferred Stock converted into Common Stock on a 0.85-for-1 basis and had no expiration date.
- (2) Includes 11,356 shares held jointly with spouse.
- (3) The reporting person is a trustee of the Viram Foundation
- (4) The reporting person is managing member of Mehta Partners LLC
- (5) The reporting person is trustee of Mehta Partners LLC FBO Jean Kiss Marie IRA.
- (6) The Series C Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (7) The Series D Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (8) The Series E Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.

Reporting Owners 4

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- (9) The Series I Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (10) Includes 17,082 shares held jointly with spouse.
- (11) Includes 13,454 shares held jointly with spouse.
- (12) Shares held jointly with spouse.

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