MARINO JAMES J

Form 4 May 01, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

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

Check this box

obligations

may continue. See Instruction 1(b).

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 \* MARINO JAMES J

(Middle)

5. Relationship of Reporting Person(s) to

Issuer

Symbol

Onconova Therapeutics, Inc.

2. Issuer Name and Ticker or Trading

(Check all applicable)

[ONTX]

04/27/2018

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

X\_ Director Officer (give title

10% Owner Other (specify

C/O ONCONOVA

THERAPEUTICS, 375 PHEASANT

(Street)

RUN

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

(Zip)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEWTOWN, PA 18940

(City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Month/Day/Year) (Instr. 3)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Price Code V Amount (D)

Common Stock

04/27/2018

P 58,900

(1) 145,221 D

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form 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)

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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. Transaction Code (Instr. 8)	5. Number of or 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 or Number of Shares
Warrant (right to purchase)	\$ 0.425	04/27/2018		P	58,900	04/27/2018	(2)	Series B Convertible Prefered Stock	1,472.5

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
MARINO JAMES J C/O ONCONOVA THERAPEUTICS 375 PHEASANT RUN NEWTOWN, PA 18940	X				

### **Signatures**

/s/ Mark Guerin as attorney-in-fact

05/01/2018

\*\*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).
- The common stock and warrants reported on this Form 4 were acquired in a public offering, by Onconova Therapeutics, Inc. (the Company), of units which included one share of common stock and one warrant. The public offering price for each unit was \$0.425. The **(1)** public offering, during which the Company also sold other securities, was pursuant to the Company's effective registration statement on Form S-1 (File No. 333-224315).
- The warrants are exercisable immediately at an exercise price of \$0.425 per 0.025 share of Series B Convertible Preferred Stock and will expire on the 18-month anniversary of the date on which the Company publicly announces through the filing of a Current Report on Form 8-K that a Charter Amendment, increasing the number of available common shares, has been filed with the Secretary of State of the State of Delaware.

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.

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