

Richmond David S.
Form 4
October 17, 2018

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 *
Richmond David S.

2. Issuer Name and Ticker or Trading Symbol
ROCKWELL MEDICAL, INC.
[RMTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3568 WILDWOOD AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/15/2018

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
See Footnotes 1 and 2

JACKSON, MI 49202
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock ⁽¹⁾ <u>(2)</u> <u>(3)</u>	10/15/2018		P	5,541,562 A <u>(4)</u>	5,541,562	I	By: The RBI Opportunities Fund, LLC ⁽⁵⁾
Common Stock ⁽¹⁾ <u>(2)</u> <u>(3)</u>					164,841	I	By: RBI Private Investment I, LLC ⁽⁶⁾
Common Stock ⁽¹⁾ <u>(2)</u> <u>(3)</u>					38,490	I	By: RBI Private Investment II, LLC ⁽⁷⁾

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Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	52,680	I	By: Richmond Brothers 401(k) Profit Sharing Plan <u>(8)</u>
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	176,376	D	
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	42,536	I	By: Matthew J. Curfman
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	36,249	I	By: Spouse of Matthew J. Curfman <u>(12)</u>
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	28,096	I	By: Spouse of David S. Richmond <u>(9)</u>
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	147	I	By: Daughter of David S. Richmond <u>(10)</u>
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	7	I	By: Son of David S. Richmond <u>(11)</u>

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

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(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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Warrants (right to buy) <u>(1)</u> <u>(2)</u>	\$ 4.96 <u>(4)</u>	10/15/2018		P	5,541,562	04/17/2019	10/17/2023	Common Stock	2,770

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richmond David S. 3568 WILDWOOD AVENUE JACKSON, MI 49202		X		See Footnotes 1 and 2
RBI Private Investment I, LLC 3568 WILDWOOD AVENUE JACKSON, MI 49202				See Footnotes 1 and 2
RBI Private Investment II, LLC 3568 WILDWOOD AVENUE JACKSON, MI 49202				See Footnotes 1 and 2
RBI OPPORTUNITIES FUND, LLC 3568 WILDWOOD AVENUE JACKSON, MI 49202				See Footnotes 1 and 2
RBI PI Manager, LLC 3568 WILDWOOD AVENUE JACKSON, MI 49202		X		See Footnotes 1 and 2
Richmond Brothers 401(k) Profit Sharing Plan 3568 WILDWOOD AVENUE JACKSON, MI 49202				See Footnotes 1 and 2
Richmond Brothers, Inc. 3568 WILDWOOD AVENUE JACKSON, MI 49202				See Footnotes 1 and 2
Curfman Matthew J. 3568 WILDWOOD AVENUE JACKSON, MI 49202				See Footnotes 1 and 2

Signatures

By: /s/ David S. Richmond	10/17/2018
__Signature of Reporting Person	Date
By: RBI Private Investment I, LLC; By: RBI PI Manager, LLC, Manager; By: /s/ David S. Richmond, Manager	10/17/2018
__Signature of Reporting Person	Date
By: RBI Private Investment II, LLC; By: RBI PI Manager, LLC, Manager; By: /s/ David S. Richmond, Manager	10/17/2018
__Signature of Reporting Person	Date
By: The RBI Opportunities Fund, LLC; By: RBI PI Manager, LLC, Manager; By: /s/ David S. Richmond, Manager	10/17/2018
__Signature of Reporting Person	Date
By: RBI PI Manager, LLC; By: /s/ David S. Richmond, Manager	10/17/2018
__Signature of Reporting Person	Date

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By: Richmond Brothers 401(k) Profit Sharing Plan; By: /s/ David S. Richmond, Trustee	10/17/2018
<u> </u> Signature of Reporting Person	Date
By: Richmond Brothers, Inc.; By: /s/ David S. Richmond, Chairman	10/17/2018
<u> </u> Signature of Reporting Person	Date
By: /s/ Matthew J. Curfman	10/17/2018
<u> </u> 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) This Form 4 is filed jointly by RBI Private Investment I, LLC ("RBI PI"), RBI Private Investment II, LLC ("RBI PII"), The RBI Opportunities Fund, LLC ("RBI Opportunities"), RBI PI Manager, LLC ("RBI Manager"), Richmond Brothers 401(k) Profit Sharing Plan ("RBI Plan"), Richmond Brothers, Inc. ("Richmond Brothers"), David S. Richmond and Matthew J. Curfman (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock.
- (2) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein. The filing of this Form 4 shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer he or it does not directly own.
- (3) Not reported herein are shares of Common Stock held in certain accounts managed by Richmond Brothers (the "Separately Managed Accounts"). Richmond Brothers is entitled to a management fee from the Separately Managed Accounts based solely on the value of assets under management. Accordingly, neither Richmond Brothers nor any other Reporting Person has a pecuniary interest in any of the shares held in the Separately Managed Accounts for purposes of Section 16.
- (4) On October 15, 2018, RBI Opportunities purchased 5,541,562 shares of Common Stock and warrants to purchase 2,770,781 shares of Common Stock for an aggregate purchase price of \$22 million pursuant to a private placement by the Issuer. The reported securities are included within 5,541,562 Units purchased by RBI Opportunities for \$3.97 per Unit. Each Unit consists of one share of Common Stock and a warrant to purchase 50% of a share of Common Stock. The warrants have an exercise price of \$4.96 per full share of Common Stock.
- (5) Represents securities directly owned by RBI Opportunities. RBI Manager, as the manager of RBI Opportunities, may be deemed to beneficially own the securities owned directly by RBI Opportunities. Mr. Richmond, as the manager of RBI Manager, may be deemed to beneficially own the securities owned directly by RBI Opportunities.
- (6) Represents securities directly owned by RBI PI. RBI Manager, as the manager of RBI PI, may be deemed to beneficially own the securities owned directly by RBI PI. Mr. Richmond, as the manager of RBI Manager, may be deemed to beneficially own the securities owned directly by RBI PI.
- (7) Represents securities directly owned by RBI PII. RBI Manager, as the manager of RBI PII, may be deemed to beneficially own the securities owned directly by RBI PII. Mr. Richmond, as the manager of RBI Manager, may be deemed to beneficially own the securities owned directly by RBI PII.
- (8) Represents securities directly owned by RBI Plan. Messrs. Richmond and Curfman, as trustees of RBI Plan, may be deemed to beneficially own the securities owned directly by RBI Plan.
- (9) Represents securities directly owned by Mr. Richmond's spouse. Mr. Richmond may be deemed to beneficially own the securities owned directly by his spouse.
- (10) Represents securities directly owned by Mr. Richmond's daughter. Mr. Richmond may be deemed to beneficially own the securities owned directly by his daughter.
- (11) Represents securities directly owned by Mr. Richmond's son. Mr. Richmond may be deemed to beneficially own the securities owned directly by his son.
- (12) Represents securities directly owned by Mr. Curfman's spouse. Mr. Curfman may be deemed to beneficially own the securities owned directly by his spouse.

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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