

22nd Century Group, Inc.
Form 4
April 02, 2014

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 *
SICIGNANO HENRY III

(Last) (First) (Middle)

9530 MAIN STREET

(Street)

CLARENCE, NY 14031

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
22nd Century Group, Inc. [XXII]

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2014

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)

President and Secretary

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

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 2,292,603 | D | |
| Common Stock | | | | | 15,000 | I | Custodian for Minor Children |
| Common Stock | | | | | 20,000 | I | IRA |
| Common Stock | | | | | 2,542,347 | I | Manager ⁽¹⁾ |

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 Number Shares |
| Warrant to Purchase | \$ 2.2029 | | | | | 01/25/2011 | 01/25/2016 | Common Stock | 94,733 |
| Warrant to Purchase | \$ 1.2018 | 03/31/2014 | | J ⁽²⁾ | 10,831 | 01/25/2011 | 01/25/2016 | Common Stock | 9,025 |
| Warrant to Purchase | \$ 2.2029 | 03/31/2014 | | J ⁽²⁾ | 582,818 | 01/25/2011 | 01/25/2016 | Common Stock | 485,680 |
| Warrant to Purchase | \$ 0.6 | | | | | 05/15/2012 | 05/15/2017 | Common Stock | 20,000 |
| Warrant to Purchase | \$ 0.6 | | | | | 11/09/2012 | 11/09/2017 | Common Stock | 300,000 |
| Stock Option (right to buy) | \$ 0.69 | | | | | 05/18/2012 | 05/18/2022 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SICIGNANO HENRY III 9530 MAIN STREET CLARENCE, NY 14031 | X | | President and Secretary | |

Signatures

s/ Thomas L. James, Attorney-in-Fact for Henry
Sicignano, III

04/02/2014

__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) Shares are owned by Henry Sicignano III Group, LLC.
 - (2) The warrants were distributed by a Limited Liability Company in which Mr. Sicignano maintains an interest. The warrants were distributed pro-rata to the Limited Liability Company members in accordance with their respective membership interests.

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.