

CorMedix Inc.
Form 4
June 01, 2015

FORM 4

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

OMB APPROVAL

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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 *
Lefkowitz Steven W

(Last) (First) (Middle)

C/O CORMEDIX INC., 745 ROUTE 202-206, SUITE 303

(Street)

BRIDGEWATER, NJ US 08807

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CorMedix Inc. [CRMD]

3. Date of Earliest Transaction (Month/Day/Year)
05/28/2015

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)

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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$0.001 par value per share | 05/28/2015 | | S | 10,000 | D | \$ 6.1602 (11) | 146,471 D |
| Common Stock, \$0.001 par value per share | 06/01/2015 | | S | 29,072 | D | \$ 6.6558 (12) | 117,399 D |
| Common Stock, | | | | | | 174,741 | I (1) Wade Capital |

| | | | | | | | |
|---|--|--|--|--------|------------------|--|--|
| \$0.001 par value per share | | | | | | | Corporation Money Purchase Plan |
| Common Stock, \$0.001 par value per share | | | | 10,000 | I ⁽¹⁾ | | Reporting Person's Wife |

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)

| 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 |
| Stock Option (right to buy) | \$ 2.02 | | | | | <u>(2)</u> | 01/09/2024 | Common Stock, \$0.001 par value per share | 200,000 |
| Stock Option (right to buy) | \$ 2.02 | | | | | <u>(7)</u> | 01/09/2024 | Common Stock, \$0.001 par value per share | 30,000 |
| Swries C-3 Non-Voting Convertible Preferred Stock | \$ 1 | | | | | <u>(3)</u> | <u>(3)</u> | Common Stock, \$0.001 par value per share | 45,000 |
| Warrant (right to buy) | \$ 0.9 ⁽⁴⁾ | | | | | 01/08/2015 | 01/08/2020 | Common Stock, | 22,500 |

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| | | | | | |
|---|-------------------|------------|----------------------------|---|---------|
| purchase Common Stock) | | | | \$0.001 par value per share | |
| Series C-3 Non-Voting Convertible Preferred Stock | \$ 1 | <u>(4)</u> | <u>(4)</u> | Common Stock, \$0.001 par value per share | 30,000 |
| Warrant (right to purchase Common Stock) | \$ 0.9 <u>(4)</u> | 01/08/2015 | 01/08/2020 | Common Stock, \$0.001 par value per share | 15,000 |
| Warrant (right to purchase Common Stock) | \$ 3.4375 | 08/20/2012 | 04/30/2015 ⁽¹⁰⁾ | Common Stock, \$0.001 par value per share | 5,000 |
| Stock Option (right to buy) | \$ 0.9 | <u>(5)</u> | 03/20/2023 | Common Stock, \$0.001 par value per share | 120,000 |
| Stock Option (right to buy) | \$ 0.68 | <u>(6)</u> | 12/05/2022 | Common Stock, \$0.001 par value per share | 150,000 |
| Stock Option (right to buy) | \$ 0.29 | <u>(7)</u> | 01/06/2022 | Common Stock, \$0.001 par value per share | 30,000 |
| Stock Option (right to buy) | \$ 1.1 | <u>(8)</u> | 08/11/2021 | Common Stock, \$0.001 par value per share | 30,000 |
| Warrant (right to purchase Common Stock) | \$ 3.4375 | <u>(9)</u> | 04/30/2015 ⁽¹⁰⁾ | Common Stock, \$0.001 par value per share | 19,530 |
| | \$ 3.4375 | <u>(9)</u> | 04/30/2015 ⁽¹⁰⁾ | | 7,900 |

| | | | | | |
|--|---------|-----|------------|--|---|
| Warrant (right to purchase Common Stock) | | | | | Common Stock, \$0.001 par value per share |
| Stock Option (right to buy) | \$ 5.62 | (7) | 03/01/2025 | | Common Stock, \$0.001 par value per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lefkowitz Steven W C/O CORMEDIX INC. 745 ROUTE 202-206, SUITE 303 BRIDGEWATER, NJ US 08807 | X | | | |

Signatures

/s/Alexander M. Donaldson by Power of
Attorney

06/01/2015

__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 reporting person beneficially owns these securities through Wade Capital Corporation Money Purchase Plan (an entity for which he has voting and investment control).
 - The options vested 100% on January 10, 2014.
On January 8, 2014, the reporting person acquired in a private placement (i) 4,500 shares of the Company's Series C-3 Non-Voting Convertible Preferred Stock, each share is convertible into 10 shares of Common Stock, \$0.001 par value per share at a conversion price of \$1.00 per share; and (ii) a five-year warrant to purchase common stock at an exercise price of \$1.25 per share. The Series C-3 Preferred Stock and the warrants were purchased together at a purchase price of \$10.00 per share for each share of Series C-3 Preferred Stock.
 - On January 8, 2014, the reporting person, through his ownership in Wade Capital Corporation Money Purchase Plan (an entity for which he has voting and investment control), acquired in a private placement (i) 3,000 shares of the Company's Series C-3 Non-Voting Convertible Preferred Stock, each share is convertible into 10 shares of Common Stock, \$0.001 par value per share at a conversion price of \$1.00 per share; and (ii) a five-year warrant to purchase common stock at an exercise price of \$1.25 per share. The warrant exercise price was decreased from \$1.25 per share to \$0.90 per share effective September 15, 2014. The Series C-3 Preferred Stock and the warrants were purchased together at a purchase price of \$10.00 per share for each share of Series C-3 Preferred Stock.
 - These options vest quarterly over two years beginning June 13, 2013.
 - These options vested as follows: (a) fifty percent (50%) on the date of issuance of the CE Mark certification for Neutrolin in Europe, which occurred on July 5, 2013, and (b) fifty percent (50%) on December 31, 2013.
 - The options vest in full on the first anniversary of the date of grant.
 - The options vest ratably, one-third of which will vest on each of the grant date, the first anniversary and the second anniversary thereof.

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- (9) The warrants were issued as part of the Company's initial public offering in March 2010 and were exercisable beginning six months after the effective date of the Company's registration statement related thereto.
- (10) The expiration date was originally 3/24/2015 and was extended to 4/30/2015.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices \$6.15 to \$6.17, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices \$6.15 to \$7.10, inclusive.

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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