

Conti Kurt G
Form 4
March 30, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Conti Kurt G

2. Issuer Name and Ticker or Trading Symbol
Edge Therapeutics, Inc. [EDGE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
300 CONNELL DRIVE, SUITE 4000

3. Date of Earliest Transaction (Month/Day/Year)
03/23/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BERKELEY HEIGHTS, NJ 07922

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/23/2018 | | J ⁽¹⁾ | 58,476 D \$ 0 | 0 | I <u>(2)</u> <u>(3)</u> <u>(4)</u> | By Trust <u>(2)</u> <u>(3)</u> <u>(4)</u> |
| Common Stock | | | | | 324,541 | D | |
| Common Stock | | | | | 789,420 | I <u>(5)</u> | By Oakwood Capital, Llc <u>(5)</u> |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (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)

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Conti Kurt G
300 CONNELL DRIVE, SUITE 4000 X
BERKELEY HEIGHTS, NJ 07922

Signatures

/s/ Albert N. Marchio II, 03/30/2018
attorney-in-fact
**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) On March 23, 2018 three Trusts were dissolved and share ownership of 58,476 shares of common stock for which the Reporting Person had previously disclaimed beneficial ownership of transferred to the Reporting Person's three adult children who do not live in the same household as Reporting Person.
 - (2) On March 23, 2018 the Austin Conti Trust was dissolved and share ownership of 29,238 shares of common stock for which the Reporting Person had previously disclaimed beneficial ownership of transferred to sole ownership of Austin Conti, the Reporting Person's adult child who does not live in the same household as Reporting Person.
 - (3) On March 23, 2018 the Brooke Conti Trust was dissolved and share ownership of 14,619 shares of common stock for which the Reporting Person had previously disclaimed beneficial ownership of transferred to sole ownership of Brooke Conti, the Reporting Person's adult child who does not live in the same household as Reporting Person.
 - (4) On March 23, 2018 the Hunter Conti Trust was dissolved and share ownership of 14,619 shares of common stock for which the Reporting Person had previously disclaimed beneficial ownership of transferred to sole ownership of Hunter Conti, the Reporting Person's adult child who does not live in the same household as Reporting Person.

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The Reporting Person has sole voting and dispositive power over the shares held by Oakwood Capital, LLC and may be deemed to (5) beneficially own these shares. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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.