

Edge Therapeutics, Inc.
Form 4
October 08, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Hove Anders D

(Last) (First) (Middle)

C/O VENROCK, 3340 HILLVIEW AVENUE

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/06/2015

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	10/06/2015		C		1,571,917	A	1,571,917	By Funds (2)
Common Stock	10/06/2015		P		450,000	A	\$ 11 2,021,917	By Funds (3)
Common Stock	10/06/2015		J(3)		46,665	A	\$ 8.6 2,068,582	By Funds (4)

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

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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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount Number Shares
Series C-2 Convertible Preferred Stock	<u>(1)</u>	10/06/2015		C	2,150,538	<u>(1)</u> <u>(1)</u>	Common Stock	1,571,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hove Anders D C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		

Signatures

/s/ Anders Hove 10/08/2015
 **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 convertible preferred stock converted into the Issuer's common stock at a conversion ratio, as adjusted to give effect to the Issuer's
- (1) 1-for-1.3681 reverse stock split effected on September 21, 2015, of one share of common stock for every 1.3681 shares of preferred stock immediately prior to the closing of the Issuer's initial public offering of common stock, and had no expiration date.
 Consists of (i) 1,118,419 shares of common stock held by Venrock Healthcare Capital Partners II, L.P. ("VHCP II") and (ii) 453,498 shares of common stock held by VHCP Co-Investment Holdings II, LLC ("Co-Invest II", and, together with VHCP II, the "VHCP II Funds"). VHCP Management II, LLC ("VHCPM II") is the general partner of VHCP II and the manager of Co-Invest II and may be deemed to beneficially own these shares. The Reporting Person is a managing member of VHCPM II and may be deemed to beneficially own these shares. VHCPM II and the Reporting Person disclaim beneficial ownership with regard to such shares, except to the extent of their proportionate pecuniary interests therein.
 - (2) Consists of (i) 1,118,419 shares of common stock held by Venrock Healthcare Capital Partners II, L.P. ("VHCP II") and (ii) 453,498 shares of common stock held by VHCP Co-Investment Holdings II, LLC ("Co-Invest II", and, together with VHCP II, the "VHCP II Funds"). VHCP Management II, LLC ("VHCPM II") is the general partner of VHCP II and the manager of Co-Invest II and may be deemed to beneficially own these shares. The Reporting Person is a managing member of VHCPM II and may be deemed to beneficially own these shares. VHCPM II and the Reporting Person disclaim beneficial ownership with regard to such shares, except to the extent of their proportionate pecuniary interests therein.
 - (3) Consists of (i) 1,342,553 shares of common stock held by VHCP II, (ii) 544,364 shares of common stock held by Co-Invest II, (iii) 114,124 shares of common stock held by Venrock Healthcare Capital Partners, L.P. ("VHCP") and (iv) 20,876 shares of common stock held by VHCP Co-Investment Holdings, LLC ("Co-Invest"). VHCPM II is the general partner of VHCP II and the manager of Co-Invest II and may be deemed to beneficially own these shares. VHCP Management, LLC ("VHCPM") is the general partner of VHCP and the manager of Co-Invest and may be deemed to beneficially own these shares. The Reporting Person is a managing member of VHCPM II and VHCPM and may be deemed to beneficially own these shares. VHCPM II, VHCPM and the Reporting Person disclaim beneficial

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ownership with regard to such shares, except to the extent of their proportionate pecuniary interests therein.

- The VHCP II Funds received a total of 46,665 shares of the Issuer's common stock of which (i) 33,202 represented a payment-in-kind dividend on 1,530,108 shares of the Issuer's convertible preferred stock owned by VHCP II at the time of the dividend payment date and (ii) 13,463 represented a payment-in-kind dividend on 620,430 shares of the Issuer's convertible preferred stock owned by Co-Invest at the time of the dividend payment date. VHCP Management II, LLC ("VHCPM II") is the general partner of VHCP II and the manager of Co-Invest and may be deemed to beneficially own these shares. The Reporting Person is a managing member of VHCPM II and may be deemed to beneficially own these shares. VHCPM II and the Reporting Person disclaim beneficial ownership with regard to such shares, except to the extent of their proportionate pecuniary interests therein.
- (4)

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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