

Cytosorbents Corp
 Form 4
 July 17, 2013

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

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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 *
 Chan Phillip P.

(Last) (First) (Middle)

7 DEER PARK DRIVE, SUITE K

(Street)

MONMOUTH
 JUNCTION, NJ 08852

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Cytosorbents Corp [CTSO]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/04/2013

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)

Chief Executive Officer

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 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)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Convertible Note	\$ 0.125	06/21/2013	P	\$ 50,000	06/21/2013	06/21/2014	Common Stock
Warrants	\$ 0.15	06/21/2013	P	1	<u>(1)</u>	06/21/2018	Common Stock
Stock Option	\$ 0.115	04/04/2013	A	1,650,000	04/04/2013 ⁽³⁾	04/04/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chan Phillip P. 7 DEER PARK DRIVE SUITE K MONMOUTH JUNCTION, NJ 08852	X		Chief Executive Officer	

Signatures

/s/ Phillip Chan 07/17/2013

 **Signature of Date
Reporting Person

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 Warrant is exercisable upon the earlier of either (i) June 21, 2014, or (ii) the date on which the total outstanding principal and interest
- (1) of the Convertible Note has been converted into Common Stock of the Company per the terms of the warrants section in the Note agreement as disclosed on the Company's Current Report on Form 8-K filed with the SEC on June 27, 2013.
 - (2) The Warrant was issued in connection with the issuance of the Convertible Note for \$50,000 in cash.
 - (3) The options will become exercisable based on the achievement of certain milestones connected to the Company's operations, subject to approval by the Board of Directors.
 - (4) Mr. Chan was issued the stock options as compensation for services rendered.

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.