

CLEARSIGN COMBUSTION CORP

Form 4

January 26, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
COLANNINO JOSEPH

2. Issuer Name **and** Ticker or Trading
Symbol
CLEARSIGN COMBUSTION
CORP [CLIR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
12870 INTERURBAN AVENUE
SOUTH

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2017

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Senior VP of Engineering

(Street)
SEATTLE, WA 98168

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

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock/CLIR				(A) or (D)	9,837	D	
Common Stock/CLIR	01/25/2017		X	5,155 A	\$ 4 (1) 30,930	I	By IRA
Common Stock/CLIR	01/25/2017		X	5,000 A	\$ 4 (2) 35,930	I	By IRA

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
required to respond unless the form**

SEC 1474
(9-02)

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 Security (Instr. 3 and 4)	8. Title of Issuer
				Code	V	(A)	(D)	
Subscription Rights (Right to Purchase)	\$ 4	12/27/2016		X		1,967	12/27/2016 01/13/2017	See Footnote <u>(1)</u>
Subscription Rights (Right to Purchase)	\$ 4	12/27/2016		X		5,155	12/27/2016 01/13/2017	See Footnote <u>(1)</u>
Warrant to Purchase Common Stock	\$ 4	01/25/2017		X		5,155	01/25/2017 01/25/2019	Common Stock <u>(4)</u>
Warrant to Purchase Common Stock	\$ 4	01/25/2017		X		5,000	01/25/2017 01/25/2019	Common Stock <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COLANNINO JOSEPH 12870 INTERURBAN AVENUE SOUTH SEATTLE, WA 98168	Senior VP of Engineering

Signatures

/s/ Joseph Colannino 01/26/2017

**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) The common stock and the warrants were acquired pursuant to the exercise of subscription rights (the "Rights Offering") previously distributed by the Issuer to all holders of the Issuer's common stock. Each holder received 0.2 subscription rights per share of stock owned, and each right allowed the recipient to purchase one unit, consisting of one share of common stock and one warrant to purchase one share of common stock. The subscription price per unit was \$4.00.

(2) The common stock and the warrants were acquired pursuant to a best efforts public offering through the Issuer's placement agent of all units remaining following the expiration of the subscription period under the Rights Offering. Each unit consisted of one share of common stock and one warrant to purchase one share of common stock. The subscription price per unit was \$4.00.

(3) These Subscription Rights expired without exercise.

(4) Each warrant entitles the holder to purchase one share of the Company's common stock at an exercise price of \$4.00 from the date of issuance through January 25, 2019.

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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