

Rimer Mark
Form 4
October 13, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rimer Mark

(Last) (First) (Middle)

C/O PRECIPPIO, INC., 4 SCIENCE
PARK

(Street)

NEW HAVEN, CT 06511

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Precipio, Inc. [PRPO]

3. Date of Earliest Transaction
(Month/Day/Year)
10/10/2017

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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	10/10/2017 ⁽¹⁾		J ⁽¹⁾	V ⁽¹⁾	124,496	D ⁽¹⁾	⁽¹⁾	0 ⁽¹⁾
								I ⁽¹⁾

By:
Kuzven
Precipio
Investor
LLC ⁽¹⁾

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
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(9-02)

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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)
Offering Warrant to Purchase Common Stock	\$ 3 ⁽¹⁾	10/10/2017 ⁽¹⁾		J ⁽¹⁾ V ⁽¹⁾	124,496 ⁽¹⁾	08/28/2017 08/28/2022	Common Stock 1
Warrant to Purchase Common Stock	\$ 7 ⁽¹⁾	10/10/2017 ⁽¹⁾		J ⁽¹⁾ V ⁽¹⁾	91,420 ^{(1) (2)}	06/29/2017 ⁽²⁾ 06/29/2022	Common Stock 9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rimer Mark C/O PRECIPPIO, INC. 4 SCIENCE PARK NEW HAVEN, CT 06511	X	X		

Signatures

/s/ Mark Rimer 10/13/2017

**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).

Effective October 10, 2017, the Reporting Person no longer serves as a managing member of Kuzven Precipio Investor LLC ("Kuzven"),
(1) no longer has any voting or dispositive power over any securities held by Kuzven, and no longer beneficially owns any securities held by Kuzven. This report is filed solely to reflect this change in beneficial ownership. No transaction is being reported at this time.

The Warrant to Purchase Common Stock is exercisable as to 22,857 shares of Common Stock of the Issuer upon grant and as to 68,572
(2) shares of Common Stock of the Issuer upon Kuzven's performance of certain obligations as set forth in the Warrant to Purchase Common Stock.

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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