

Alliqua BioMedical, Inc.
 Form 4
 June 02, 2015

FORM 4

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

OMB APPROVAL

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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 *
WAGNER MARK T

(Last) (First) (Middle)

C/O ALLIQUA BIOMEDICAL, INC., 2150 CABOT BLVD. WEST

(Street)

LANGHORNE, PA 19047

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Alliqua BioMedical, Inc. [ALQA]

3. Date of Earliest Transaction
 (Month/Day/Year)
05/29/2015

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/29/2015		A		174,033 <u>(1)</u> <u>(2)</u>	A	<u>(2)</u>
					174,033 <u>(1)</u> <u>(2)</u>	I	By 2003 Revocable Trust of Mark Wagner <u>(1)</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 required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 4.95	05/29/2015		A	15,000	(3) 05/29/2025	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WAGNER MARK T
C/O ALLIQUA BIOMEDICAL, INC.
2150 CABOT BLVD. WEST
LANGHORNE, PA 19047

X

Signatures

/s/ Mark T.

Wagner

06/02/2015

**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 reported shares are owned directly by 2003 Revocable Trust of Mark Wagner dated April 23, 2003 (the "Wagner Trust"). Mark Wagner is the trustee and deemed to have a pecuniary interest in, and therefore to be the beneficial owner of, shares held by the Wagner Trust. On May 29, 2015, Alliqua BioMedical, Inc. (the "Issuer") consummated a merger, pursuant to which Celleration, Inc. ("Celleration") merged with and into a wholly-owned subsidiary of the Issuer (the "Merger"). In connection with the Merger, the Wagner Trust acquired 174,033 shares of the Issuer's common stock in exchange for all outstanding shares of Celleration common stock and Series AA preferred stock held immediately prior to the effective time of the Merger.

The Agreement and Plan of Merger, dated February 2, 2015 (the "Merger Agreement") placed a value on the Issuer's common stock of \$4.80 per share, based on the trailing 45 trading day volume weighted average price as of the second trading day prior to the date of the Merger Agreement. Of the 174,033 shares issued to the Wagner Trust, 11,443 shares are currently being held in escrow and are subject to forfeiture during the eighteen month period following the closing of the Merger to satisfy certain claims and post-closing adjustments as provided in the Merger Agreement.

(3) The option vests in twelve equal monthly installments with one-twelfth (1/12) vesting on the twenty-ninth (29th) day of each of the next twelve months, with the first such vesting date occurring on June 29, 2015, provided that Mr. Wagner is providing services to the Issuer

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on the applicable vesting date and subject to the terms and conditions of the Alliqua BioMedical, Inc. 2014 Long-Term Incentive Plan.

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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