

Alliqua BioMedical, Inc.
 Form 4
 April 04, 2017

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., 1010 STONY HILL ROAD

(Street)

YARDLEY, PA 19067

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
03/21/2017

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	04/03/2017		P		62,500	A	\$ 0.4
Common Stock	03/21/2017		J(1)(2)		75,876	A	\$ 0.67
							(3)

By 2003 Revocable Trust of Mark Wagner

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAGNER MARK T C/O ALLIQUA BIOMEDICAL, INC. 1010 STONY HILL ROAD YARDLEY, PA 19067	X			

Signatures

/s/ Mark Wagner 04/04/2017

**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).

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, the shares held by the

(1) Wagner Trust. On March 21, 2017, the Wagner Trust became entitled to receive 75,876 shares of the Issuer's common stock pursuant to an earn-out provision in the merger agreement pursuant to which the Issuer acquired all outstanding equity interest of Celleration, Inc. ("Celleration").

The merger agreement provided that the equity holders of Celleration would receive additional shares of the Issuer's common stock, for no additional consideration, if Celleration's revenue exceeded the revenue target for the fiscal year ending December 31, 2016, as set forth

(2) in the merger agreement. Celleration's revenue exceeded the revenue target for 2016, as a result of which Celleration's former equity holders, including the Wagner Trust, acquired additional shares, as determined on March 21, 2017, pursuant to the formula set forth in the merger agreement.

(3) For purposes of determining the number of shares issuable pursuant to the earn-out right, the formula set forth in the merger agreement provided that the Issuer's common stock would be valued at \$0.67, based on the 45 trading day volume weighted average price as of the

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trading day prior to December 31, 2016.

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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