

Keen Brandy Marie
Form 4
December 20, 2018

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 *
Keen Brandy Marie

2. Issuer Name and Ticker or Trading Symbol
Surna Inc. [SRNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6914 PEACE STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2018

____ Director
____ Officer (give title below) Other (specify below)
Former 10% Owner

FREDERICK, CO 80530

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.00001 ⁽¹⁾ <u>(2)</u> | 12/18/2018 | 12/18/2018 | A | | 35,190 | A | <u>(2)</u> 18,194,859 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Securities (Instr. 3 and 4) | 8. | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Preferred Stock Option Agreement <u>(2)</u> | \$ 0 <u>(2)</u> | 12/18/2018 | 12/18/2018 | M | 0 <u>(2)</u> | <u>(2)</u> | <u>(2)</u> | Preferred Stock | 35,189,669 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| Keen Brandy Marie 6914 PEACE STREET FREDERICK, CO 80530 | | | | Former 10% Owner |
| Keen Stephen Banks 6914 PEACE STREET FREDERICK, CO 80530 | | | | Former 10% Owner |

Signatures

/s/ Brandy M. Keen
12/20/2018
**Signature of Reporting Person Date

/s/ Stephen B. Keen
12/20/2018
**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 amount of common stock beneficially owned by the Reporting Persons under Table I, column 5 includes 1,000,000 shares of common stock issued to Brandy Keen on July 13, 2018 in settlement of 1,000,000 restricted stock units that vested on June 30, 2018. The grant of the restricted stock units was previously reported in a Form 4 filed on May 31, 2018.

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- (2) On December 18, 2018, the Issuer issued 35,190 shares of common stock to the Reporting Persons in connection with the Issuer's exercise of an option under a Preferred Stock Option Agreement dated May 29, 2018. The Issuer previously reported this Preferred Stock Option Agreement in Table II on a Form 4 filed on May 31, 2018. Pursuant to the exercise of this option and the closing of the transactions thereunder on December 18, 2018, the Issuer acquired all 35,189,669 shares of preferred stock owned by the Reporting Persons in exchange for 35,190 shares of common stock. The common stock issued upon exercise were restricted shares. The option expired on April 30, 2020. As consideration for Reporting Persons' grant of the option, the Issuer also paid them \$5,000. The sale of the preferred stock by the Reporting Persons and the issuance of common stock to the Reporting Persons upon exercise of the option by the Issuer, are transactions exempt from Section 16(b) of the Exchange Act.

Remarks:

The Reporting Persons are longer subject to Section 16 based on their ownership of the Issuer's common stock being less than

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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