

CHAMPIONS ONCOLOGY, INC.
 Form 4/A
 September 21, 2016

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 *
 Morris Ronnie

2. Issuer Name and Ticker or Trading Symbol
 CHAMPIONS ONCOLOGY, INC.
 [CSBR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/21/2016

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

C/O CHAMPIONS ONCOLOGY, INC., ONE UNIVERSITY PLACE, SUITE 307

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 09/14/2016

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

HACKENSACK, NJ 07601

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | (A) or (D) | Code V | Amount | Price | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|-----|--|-----------------|---|---------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Option to purchase Common Stock | \$ 2.1 | 07/21/2016 | | A | | 150,795 | | <u>(1)</u> | 10/25/2020 | Common Stock | 150,795 |
| Option to purchase Common Stock | \$ 2.1 | 07/21/2016 | | A | | 150,795 | | <u>(1)</u> | 10/25/2020 | Common Stock | 150,795 |
| Option to purchase Common Stock | \$ 2.1 | 07/21/2016 | | A | | 101,521 | | <u>(3)</u> | 11/05/2023 | Common Stock | 101,521 |
| Option to purchase Common Stock | \$ 2.1 | 07/21/2016 | | A | | 101,521 | | <u>(4)</u> | 11/05/2023 | Common Stock | 101,521 |
| Option to purchase Common Stock | \$ 2.1 | 07/21/2016 | | A | | 14,552 | | <u>(1)</u> | 11/05/2023 | Common Stock | 14,552 |
| Option to purchase Common Stock | \$ 2.1 | 07/21/2016 | | A | | 83,026 | | <u>(1)</u> | 11/01/2025 | Common Stock | 83,026 |
| Option to purchase Common Stock | \$ 2.1 | 07/21/2016 | | A | | 88,595 | | <u>(5)</u> | 11/01/2025 | Common Stock | 88,595 |
| Option to purchase Common Stock | \$ 4.92 | 07/21/2016 | | D | | 182,580 | | <u>(6)</u> | 10/25/2020 | Common Stock | 182,580 |
| Option to purchase Common Stock | \$ 4.92 | 07/21/2016 | | D | | 182,580 | | <u>(4)</u> | 10/20/2025 | Common Stock | 182,580 |
| Option to purchase | \$ 4.92 | 07/21/2016 | | D | | 112,331 | | <u>(7)</u> | 11/05/2023 | Common Stock | 112,331 |

Common
StockOption to
purchase
Common
Stock

\$ 4.92

07/21/2016

D

112,331

(4)

11/05/2023

Common
Stock

11

Option to
purchase
Common
Stock

\$ 4.92

07/21/2016

D

16,101

(6)

11/05/2023

Common
Stock

11

Option to
purchase
Common
Stock

\$ 4.92

07/21/2016

D

90,358

(6)

11/01/2024

Common
Stock

9

Option to
purchase
Common
Stock

\$ 4.55

07/21/2016

D

94,564

(8)

11/01/2025

Common
Stock

9

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Morris Ronnie C/O CHAMPIONS ONCOLOGY, INC. ONE UNIVERSITY PLACE, SUITE 307 HACKENSACK, NJ 07601 | X | | President | |

Signatures

/s/ Ronnie
Morris

09/21/2016

**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) Fully vested upon grant.
 - (2) The reporting person agreed to the cancellation of options granted to him on March 16, 2015 and November 19, 2015 in exchange for new options having a lower exercise price.
 - (3) Vested as to 74,529 shares on grant; remainder to vest on November 5, 2016.
 - (4) Vesting to occur upon completion of performance criteria that have not been set.
 - (5) Vested as to 66,446 shares on grant; remainder to vest on October 31, 2016.
 - (6) Fully Vested.
 - (7) Vested as to 84,249 shares on grant; remainder to vest on November 5, 2016.

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(8) Vested as to 70,923 shares on grant; remainder to vest on October 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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