

HTG MOLECULAR DIAGNOSTICS, INC  
 Form 4  
 May 13, 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 \*  
 GLAXOSMITHKLINE PLC

2. Issuer Name and Ticker or Trading Symbol  
 HTG MOLECULAR DIAGNOSTICS, INC [HTGM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 980 GREAT WEST ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
 05/11/2015

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

(Street)  
 BRENTFORD, MIDDLESEX, TW8 9GS

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 Indirect Ownership (Instr. 4) |         |   |                                     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|-------------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |         |   |                                     |
| Common Stock                    | 05/11/2015                           |  | P <sup>(1)</sup>               |   | 365,106   | A  | \$ 14<br>(1)                               | 365,106 | I | By S.R. One, Limited <sup>(2)</sup> |
| Common Stock                    | 05/11/2015                           |  | C                              |   | 340,314   | A  | (3)  | 705,420 | I | By S.R. One, Limited <sup>(2)</sup> |
| Common Stock                    | 05/11/2015                           |  | C                              |   | 141,797   | A  | (3)  | 847,217 | I | By S.R. One, Limited <sup>(2)</sup> |
| Common Stock                    | 05/11/2015                           |  | J <sup>(4)</sup>               |   | 91,271  | A  | (3)  | 938,488 | I | By S.R. One,                        |

|              |            |   |         |   |            |           |   |   |
|--------------|------------|---|---------|---|------------|-----------|---|---|
| Common Stock | 05/11/2015 | C | 110,755 | A | <u>(5)</u> | 1,049,243 | I | Limited <sup>(2)</sup><br>By S.R.<br>One,<br>Limited <sup>(2)</sup> |
|--------------|------------|---|---------|---|------------|-----------|---|---|

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

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(9-02)

**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 Underlying (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|
|   |  |                                      |  |                                |   | Date Exercisable      Expiration Date                    | Title                                    |
|   |  |                                      |  | Code V      (A)      (D)       |   |  |  |
| Series D Convertible Preferred Stock                        | <u>(3)</u>   | 05/11/2015                           |  | C                              | 36,546,366  | <u>(3)</u> <u>(3)</u>                                    | Common Stock                             |
| Series E Convertible Preferred Stock                        | <u>(3)</u>   | 05/11/2015                           |  | C                              | 15,227,653  | <u>(3)</u> <u>(3)</u>                                    | Common Stock                             |
| Subordinated Convertible Promissory Note                    | <u>(5)</u>   | 05/11/2015                           |  | C                              | 110,755   | <u>(5)</u> 03/31/2016                                    | Common Stock                             |
| Series E Convertible Preferred Stock Warrant (Right to Buy) | <u>(6)</u>   | 05/11/2015                           |  | C                              | 2,784,593   | <u>(6)</u> 01/14/2022                                    | Common Stock                             |
| Common Stock Warrant (Right to Buy)                         | <u>(6)</u>   | 05/11/2015                           |  | C                              | 43,538  | <u>(6)</u> 01/14/2022                                    | Common Stock                             |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GLAXOSMITHKLINE PLC<br>980 GREAT WEST ROAD<br>BRENTFORD, MIDDLESEX, TW8 9GS |               |           | X       |       |

## Signatures

/s/ Victoria A. Whyte, Company  
Secretary

05/13/2015

\_\_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).
- (1) Shares purchased in the Issuer's initial public offering at the initial public offering price of \$14.00 per share.
- (2) Shares are held of record by S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (Reporting Person).  
Each share of Series D Convertible Preferred Stock and Series E Convertible Preferred Stock, including all accrued cumulative and unpaid dividends thereon, converted automatically into Common Stock on a 1-for-107.39 basis, upon the closing of the Issuer's initial public offering. Both the Series D Convertible Preferred Stock and the Series E Convertible Preferred Stock had no expiration date.
- (3) Shares of Common Stock acquired upon payment of shares in respect of dividends accrued on Series D Convertible Preferred Stock and Series E Convertible Preferred Stock at the closing of the Issuer's initial public offering.
- (4) The Convertible Promissory Note, including all accrued and unpaid interest thereon, converted automatically into Common Stock upon the closing of the Issuer's initial public offering.
- (5) The right to receive 2,784,593 Series E Shares upon exercise of the Warrants converted automatically into a right to receive 43,538 shares of Common Stock upon exercise of the Warrants, which can be exercised at any time, at an exercise price of \$14.00, upon the closing of the Issuer's initial public offering.
- (6)

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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