

NEPHROS INC
Form 4
March 21, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Astor Andrew

(Last) (First) (Middle)

C/O NEPHROS, INC., 41 GRAND
AVENUE

(Street)

RIVER EDGE, NJ 07661

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NEPHROS INC [NEPH]

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

03/17/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	03/17/2017		P		166,666	A	<u>11</u> 166,666

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

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information contained in this form are not
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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 0.4599							(2)(3)	02/13/2027	Common Stock	289,78
Warrants (right to buy)	\$ 0.3	03/17/2017		P		166,666		03/17/2017	03/17/2022	Common Stock	166,66

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Astor Andrew C/O NEPHROS, INC. 41 GRAND AVENUE RIVER EDGE, NJ 07661	Chief Financial Officer

Signatures

/s/ Amanda Lorentz as attorney-in-fact for Andrew Astor pursuant to power of attorney previously filed. 03/21/2017

__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).

(1) The reported securities have a purchase price of \$0.30 per share of Common Stock. In addition, the reporting person received a Warrant to purchase a number of shares of Common Stock equal to 100% of the number of shares of Common Stock otherwise purchased. The reporting person purchased 166,666 shares of Common Stock and was issued a related Warrant to acquire up to 166,666 shares of Common Stock.

(2) On 2/13/17, the Reporting Person was granted an option to purchase up to 579,571 shares of common stock of the Company. 12.5% of the shares subject to the option (relating to a total of 72,446 shares) vest on 2/13/18; 37.5% of the shares subject to the option (relating to a total of 217,339 shares) vest quarterly in 12 equal amounts, commencing on 5/13/18; 20% of the shares subject to the option (relating to a total of 115,914 shares) will vest, if ever, upon approval of listing of the Company's common stock on the NASDAQ Stock Market, New York Stock Exchange or such other national securities exchange approved by the Board; 10% of the shares subject to the option (relating to a total of 57,957 shares) will vest, if ever, on the February 1st following the Company's first completed fiscal year in which annual revenue exceeds \$6,000,000; (continued)

(3) and 20% of the shares subject to the option (relating to a total of 115,914 shares) will vest, if ever, on the February 1st following the Company's first completed fiscal year in which annual revenue exceeds \$10,000,000.

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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