

NEPHROS INC  
Form 4  
June 13, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Evans Daron

(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)  
06/09/2017

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)

President and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 06/12/2017                              |                                                             | P                                    | Amount<br>3,961<br>(A)<br>or<br>(D)<br>A                                | Price<br>\$<br>0.26                                                                                                | 613,378 <sup>(1)</sup>                                               | D                                       |
| Common<br>Stock                       | 06/09/2017                              |                                                             | P                                    | Amount<br>10,000<br>(A)<br>or<br>(D)<br>A                               | Price<br>\$<br>0.26                                                                                                | 51,666                                                               | I By UTMA<br>#1                         |
| Common<br>Stock                       | 06/09/2017                              |                                                             | P                                    | Amount<br>7,500<br>(A)<br>or<br>(D)<br>A                                | Price<br>\$<br>0.26                                                                                                | 49,166                                                               | I By UTMA<br>#2                         |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount or<br>Number of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 0.46                                                               |                                         |                                                             |                                         |                                                                                                                       | (2)                                                            | 03/26/2024         | Common<br>Stock                                                     | 75,361                           |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 0.6                                                                |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | 04/15/2025         | Common<br>Stock                                                     | 764,468                          |
| Common<br>Stock<br>Warrants<br>(Right to<br>Buy)    | \$ 0.3                                                                |                                         |                                                             |                                         |                                                                                                                       | 06/03/2016                                                     | 06/03/2021         | Common<br>Stock                                                     | 40,000                           |
| Common<br>Stock<br>Warrants<br>(Right to<br>Buy)    | \$ 0.3                                                                |                                         |                                                             |                                         |                                                                                                                       | 06/03/2016                                                     | 06/03/2021         | Common<br>Stock                                                     | 10,000                           |
| Common<br>Stock<br>Warrants<br>(Right to<br>Buy)    | \$ 0.3                                                                |                                         |                                                             |                                         |                                                                                                                       | 06/03/2016                                                     | 06/03/2021         | Common<br>Stock                                                     | 10,000                           |
| Common<br>Stock<br>Warrants<br>(Right to<br>Buy)    | \$ 0.3                                                                |                                         |                                                             |                                         |                                                                                                                       | 03/17/2017                                                     | 03/17/2022         | Common<br>Stock                                                     | 41,666                           |
| Common<br>Stock                                     | \$ 0.3                                                                |                                         |                                                             |                                         |                                                                                                                       | 03/17/2017                                                     | 03/17/2022         | Common<br>Stock                                                     | 41,666                           |

Warrants  
(Right to  
Buy)

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |                   |       |
|-----------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                             | Director      | 10% Owner | Officer           | Other |
| Evans Daron<br>C/O NEPHROS, INC.<br>41 GRAND AVENUE<br>RIVER EDGE, NJ 07661 | X             |           | President and CEO |       |

## Signatures

/s/ Daron Evans                      06/13/2017

\_\_\_\_\_  
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) Includes 9,165 shares of restricted stock that vest on June 14, 2017, 213,068 shares of restricted stock that vest on June 23, 2017 and 17,756 shares of restricted stock that vest on September 30, 2017.

(2) Fully exercisable.

(3) On 4/15/2015, the Reporting Person was granted an option to purchase up to 2,184,193 shares of common stock of the Company. 35% of the shares subject to the option (relating to a total of 764,468 shares) vest quarterly in 16 equal amounts, commencing on 6/30/2015. 15% of the shares subject to the option will vest, if ever, upon the listing of the Company's common stock on NASDAQ, NYSE, or such other exchange as the Board may later determine. The remaining 50% of the shares subject to the option will vest, if ever, upon the Company's achievement of certain annual revenue milestones as specified in that certain Employment Agreement dated 4/15/2015 between the Reporting Person and the Company.

(4) The Reporting Person is a managing director of the LLC that owns the reported securities. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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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