

Edge Therapeutics, Inc.  
Form 4  
October 08, 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 \*  
**Conti Kurt G**

(Last) (First) (Middle)

200 CONNELL DRIVE, SUITE  
1600

(Street)

BERKELEY HEIGHTS, NJ 07922

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Edge Therapeutics, Inc. [EDGE]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/06/2015**

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)

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 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                    | 10/06/2015                           |  | C                              |   | 160,810   | A  | Ⓣ 160,810   | D  |
| Common Stock                    | 10/06/2015                           |  | C                              |   | 163,731   | A  | Ⓣ 324,541   | D  |
| Common Stock                    | 10/06/2015                           |  | C                              |   | 29,238  | A  | Ⓣ 29,238  | I <sup>(2)</sup> By Trust <sup>(2)</sup> |
| Common Stock                    | 10/06/2015                           |  | C                              |   | 14,619  | A  | Ⓣ 14,619  | I <sup>(3)</sup> By Trust <sup>(3)</sup> |
| Common Stock                    | 10/06/2015                           |  | C                              |   | 14,619  | A  | Ⓣ 14,619  | I <sup>(4)</sup> By Trust <sup>(4)</sup> |

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|              |            |   |         |   |            |         |              |                                    |
|--------------|------------|---|---------|---|------------|---------|--------------|------------------------------------|
| Common Stock | 10/06/2015 | C | 789,420 | A | <u>(1)</u> | 789,420 | I <u>(5)</u> | By Oakwood Capital, LLC <u>(5)</u> |
|--------------|------------|---|---------|---|------------|---------|--------------|------------------------------------|

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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Series A Convertible Preferred Stock       | <u>(1)</u>   | 10/06/2015                           |  | C                              | 220,000   | <u>(1)</u> <u>(1)</u>                                    | Common Stock 160,81   |
| Series B Convertible Preferred Stock       | <u>(1)</u>   | 10/06/2015                           |  | C                              | 224,000   | <u>(1)</u> <u>(1)</u>                                    | Common Stock 163,73   |
| Series B Convertible Preferred Stock       | <u>(1)</u>   | 10/06/2015                           |  | C                              | 40,000  | <u>(1)</u> <u>(1)</u>                                    | Common Stock 29,23  |
| Series B Convertible Preferred Stock       | <u>(1)</u>   | 10/06/2015                           |  | C                              | 20,000  | <u>(1)</u> <u>(1)</u>                                    | Common Stock 14,61  |
| Series B Convertible Preferred Stock       | <u>(1)</u>   | 10/06/2015                           |  | C                              | 20,000  | <u>(1)</u> <u>(1)</u>                                    | Common Stock 14,61  |
| Series B Convertible Preferred Stock       | <u>(1)</u>   | 10/06/2015                           |  | C                              | 1,080,000   | <u>(1)</u> <u>(1)</u>                                    | Common Stock 789,42   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Conti Kurt G<br>200 CONNELL DRIVE, SUITE 1600<br>BERKELEY HEIGHTS, NJ 07922 | X             |           |         |       |

## Signatures

/s/ Albert N. Marchio II, attorney  
in fact

10/08/2015

\_\_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).

- The convertible preferred stock converted into the Issuer's common stock at a conversion ratio, as adjusted to give effect to the Issuer's
- (1) 1-for-1.3681 reverse stock split effected on September 21, 2015, of one share of common stock for every 1.3681 shares of preferred stock immediately prior to the closing of the Issuer's initial public offering of common stock, and had no expiration date.
  - (2) Held directly by the Austin Conti Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
  - (3) Held directly by the Brooke Conti Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
  - (4) Held directly by the Hunter Conti Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- The Reporting Person has sole voting and dispositive power over the shares held by Oakwood Capital, LLC and may be deemed to
- (5) beneficially own these shares. The Reporting Person disclaims beneficial ownership of such shares, 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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