

Gelbfish Gary A.  
Form 4  
February 20, 2018

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gelbfish Gary A.

(Last) (First) (Middle)

C/O CORMEDIX INC., 1430 U.S.  
HIGHWAY 206, SUITE 200

(Street)

BEDMINSTER, NJ 07921

(City) (State) (Zip)

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

CorMedix Inc. [CRMD]

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

02/16/2018

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)  
\_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)
Common Stock				(A) or (D)	2,101,121	D	
Common Stock				(A) or (D)	14,000 <sup>(1)</sup>	I	Landmark Foundation <sup>(1)</sup>

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  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

Edgar Filing: Gelbfish Gary A. - Form 4

**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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy Common Stock)	\$ 0.57	02/16/2018	02/16/2018	A		40,000		<u>(2)</u>	02/16/2028	Common Stock	40,000
Restricted Stock Units	<u>(3)</u>	02/16/2018	02/16/2018	A		10,000		<u>(3)</u>	<u>(3)</u>	Common Stock	10,000
Stock Option (Right to Buy Common Stock)	\$ 0.37							<u>(4)</u>	08/03/2027	Common Stock, \$0.001 par value per share	75,000
Series C-3 Non-Voting Convertible Preferred Stock	<u>(5)</u>							01/08/2014	<u>(5)</u>	Common Stock, \$0.001 par value per share	500,000
Warrant (Right to Purchase Common Stock)	\$ 0.9							01/08/2015	01/08/2020	Common Stock, \$0.001 par value per share	250,000
Series A Common Stock Warrant <u>(6)</u>	\$ 0.75							<u>(6)</u>	<u>(6)</u>	Common Stock, \$0.001 par value per share	1,000,000
Series B Common Stock Warrant <u>(7)</u>	\$ 1.05							<u>(7)</u>	<u>(7)</u>	Common Stock, \$0.001 par value per share	1,000,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director   10% Owner   Officer   Other
Gelbfish Gary A. C/O CORMEDIX INC. 1430 U.S. HIGHWAY 206, SUITE 200 BEDMINSTER, NJ 07921	

## Signatures

/s/ Alexander M. Donaldson, by Power of Attorney	02/20/2018
**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) Held by Landmark Foundation, of which Dr. Gelbfish and his wife are trustees.
  - (2) These options vest in full on the first anniversary of the date of grant, subject to continued service on the board.
  - (3) Each restricted stock unit represents the right to receive one share of CorMedix Inc. common stock. The restricted stock vests in full on the first anniversary of the date of grant, subject to continued service on the board.
  - (4) These options vest as follows: 1/3 on August 3, 2017, an additional 1/3 on August 3, 2018, and the remaining 1/3 on August 3, 2019.
  - (5) The conversion ratio is equal to the stated value of \$10.00 divided by the conversion price of \$1.00. The Series C-3 Non-Voting Convertible Preferred Stock is perpetual.  
  
The Series A Common Stock warrant is exercisable any time after the Company publicly announces through the filing of a Current Report on Form 8-K that the Company has received Stockholder Approval and the amendment to the Company's Certificate of Incorporation has become effective (the "Initial Exercise Date"). The warrant shall be exercisable for a period of thirteen months from the Initial Exercise Date.
  - (6) The Series B Common Stock warrant is exercisable any time after the Company publicly announces through the filing of a Current Report on Form 8-K that the Company has received Stockholder Approval and the amendment to the Company's Certificate of Incorporation has become effective (the "Initial Exercise Date"). The warrant shall be exercisable for a period of five years from the Initial Exercise Date.
  - (7) on Form 8-K that the Company has received Stockholder Approval and the amendment to the Company's Certificate of Incorporation has become effective (the "Initial Exercise Date"). The warrant shall be exercisable for a period of five years from the Initial Exercise Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.