

RenovaCare, Inc.
Form 4
February 03, 2016

FORM 4

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

OMB APPROVAL

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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 *
RAYAT HARMEL S

(Last) (First) (Middle)

700 - 688 WEST HASTINGS STREET

(Street)

VANCOUVER, A1 V6B 1P1

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RenovaCare, Inc. [RCAR]

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2016

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)
Common stock, par value \$0.00001	02/02/2016		P ⁽¹⁾	2,173,913 A	\$ 44,550,713 ⁽²⁾ 0.46	I	Kalen Capital Corporation ⁽³⁾

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Series B Stock Purchase Warrant	\$ 0.46	02/02/2016		C	2,173,913	11/29/2013 11/29/2018	Common stock, par value \$0.00001

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAYAT HARMEL S 700 - 688 WEST HASTINGS STREET VANCOUVER, A1 V6B 1P1			X	

Signatures

Harmel Rayat	02/03/2016
<u> </u> 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) On February 2, 2016, Kalen Capital Corporation exercised a Series B Stock Purchase Warrant for 2,173,913 shares of Issuers common stock at an exercise price of \$0.46 per share for payment of \$999,999.98.
- (2) Does not include derivative securities beneficially owned by Mr. Rayat.
- (3) Mr. Rayat is the sole shareholder and sole director of Kalen Capital Corporation.
- (4) Represents the number of shares remaining issuable upon exercise of the Series B Stock Purchase Warrant.
- (5) Includes (a) a Series B Stock Purchase Warrant to purchase up to 1,326,087 shares of the Issuers common stock at an exercise price of \$0.46 per share through November 29, 2018; (b) a Series C Stock Purchase Warrant to purchase up to 3,500,000 shares of the Issuers common stock at an exercise price of \$0.49 per share through November 29, 2018; and (c) a Series D Stock Purchase Warrant to purchase up to 800,000 shares of the Issuers common stock at an exercise price of \$1.10 per share through June 5, 2020. Each of the foregoing warrants may be exercised on a cashless basis.

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.