

STERTZER SIMON H
Form 4/A
January 03, 2019

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 *
STERTZER SIMON H

(Last) (First) (Middle)

C/O BIOCARDIA, INC., 125
SHOREWAY ROAD, SUITE B

(Street)

SAN CARLOS, CA 94070

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BioCardia, Inc. [BCDA]

3. Date of Earliest Transaction
(Month/Day/Year)
12/24/2018

4. If Amendment, Date Original Filed(Month/Day/Year)
12/27/2018

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 | 12/24/2018 | | P | | 1,666,666 (1) | A | \$ 0.75 |
| | | | | | 4,278,274 (2) | I | |
| Common Stock | 12/24/2018 | | P | | 1,666,666 (1) | A | \$ 0.75 |
| | | | | | 2,076,346 | I | |
| Common Stock | | | | | 12,000 | D (4) | |
| Common Stock | | | | | 104,910 | I | |

See footnote (2)
See footnote (3)
See footnote (4)
See footnote (5)

| | | | |
|--------------|---------|---|------------------|
| Common Stock | 448,895 | I | See footnote (6) |
|--------------|---------|---|------------------|

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)

| 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 of Shares |
| Warrant (right to buy) | \$ 0.75 | 12/24/2018 | | P | 833,333 <u>(1)</u> | 12/24/2018 | 12/24/2023 | | | Common Stock | 833,333 |
| Warrant (right to buy) | \$ 0.75 | 12/24/2018 | | P | 833,333 <u>(1)</u> | 12/24/2018 | 12/24/2023 | | | Common Stock | 833,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STERTZER SIMON H C/O BIOCARDIA, INC. 125 SHOREWAY ROAD, SUITE B SAN CARLOS, CA 94070 | X | X | | |

Signatures

/s/ David McClung, by power of attorney

01/03/2019

**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)

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On December 24, 2018, the Issuer entered into a Securities Purchase Agreement with certain investors whereby the Stertzer Family Trust and Windrock Enterprises L.L.C. each purchased 1,666,666 shares of Common Stock of the Issuer and a warrant to purchase 833,333 shares of Common Stock of the Issuer with an exercise price of \$0.75 per share.

- (2) These securities are held by the Stertzer Family Trust, of which the Reporting Person and his spouse are co-trustees. The aggregate amount of shares reported as beneficially owned by the Stertzer Family Trust was incorrect in Form 4s previously reported due to mathematical errors and the erroneous attributions of purchases made by Dr. Stertzer directly as reported on the Reporting Person's Form 4s filed on September 20, 2018 for the purchase of 5,000 shares and on September 24, 2018 for the purchase of 1,000 shares
- (3) These securities are held by Windrock Enterprises L.L.C., of which the Reporting Person and his spouse are the sole members and managers.
- These securities are owned jointly by Dr. Simon H. Stertzer and his spouse, Kimberly Stertzer. In the Form 4 and Form 4/A filed by the Reporting Person on December 27, 2018, the number of shares of Common Stock owned directly was incorrectly stated as 6,000. Dr.
- (4) Stertzer purchased an additional 6,000 shares of Common Stock that were previously disclosed as having been purchased by the Stertzer Family Trust. See reports filed by the Reporting Person on September 20, 2018 for the purchase of 5,000 shares and on September 24, 2018 for the purchase of 1,000 shares.
- (5) These shares are held by the Stertzer Gamma Trust, of which the Reporting Person is the grantor.
- (6) These shares are held by Stertzer Holdings LLC, and the Reporting Person may be deemed to have beneficial ownership of such shares.

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.