

ARMSTRONG JR. JOHN L.  
Form 4  
February 20, 2018

**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 \*  
ARMSTRONG JR. JOHN L.

2. Issuer Name and Ticker or Trading Symbol  
CorMedix Inc. [CRMD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O CORMEDIX INC., 1430 U.S. HIGHWAY 206, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)  
02/16/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec VP of Tech Operations

(Street)  
BEDMINSTER, NJ 07921

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 20,833  | D  |                                   |

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 Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Option (Right to Buy Common Stock)   | \$ 0.57  | 02/16/2018                           | 02/16/2018   | A                              | 45,000  | <u>(1)</u>   | 02/16/2028  | Common Stock | 45,000                     |
| Stock Option (Right to Buy Common Stock)   | \$ 2.18  |                                      |  |                                |   | <u>(2)</u>   | 03/01/2025  | Common Stock | 100,000                    |
| Restricted Stock Units                     | <u>(3)</u>   |                                      |  |                                |   | <u>(3)</u>   | 02/28/2027  | Common Stock | 36,057                     |
| Stock Option (Right to Buy Common Stock)   | \$ 1.52  |                                      |  |                                |   | <u>(4)</u>   | 11/14/2024  | Common Stock | 10,000                     |
| Stock Option (Right to Buy Common Stock)   | \$ 3.25  |                                      |  |                                |   | <u>(5)</u>   | 07/28/2025  | Common Stock | 15,000                     |
| Stock Option (Right to Buy Common Stock)   | \$ 2.51  |                                      |  |                                |   | <u>(6)</u>   | 03/08/2026  | Common Stock | 200,000                    |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

ARMSTRONG JR. JOHN L.  
C/O CORMEDIX INC.  
1430 U.S. HIGHWAY 206, SUITE 200  
BEDMINSTER, NJ 07921

Exec VP of Tech Operations

## 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) The options vest 25% on the date of grant (2/16/2018), and 25% on the first, second and third anniversaries of the date of grant, subject to Optionee's continued service through such date.
- (2) The option vests based on certain performance milestones. The option will be forfeited if such milestones are not met by certain dates.
- (3) Each restricted stock unit represents the right to receive one share of CorMedix Inc. common stock. The restricted stock units vest 50% on December 31, 2017 and 50% on December 31, 2018, subject to continued employment.
- (4) These options vested upon the achievement of certain milestones, subject to continued employment.
- (5) One third of these options vested upon the achievement of a certain milestone and one third vested on each of December 31, 2015 and July 28, 2015.
- (6) 15,000 of these options vest monthly over four years, beginning on March 9, 2016, 20,000 vest upon the achievement of a certain milestone, subject to continued employment, and the rest vested upon the achievement of certain milestones.

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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