

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## Nemaura Medical Inc.

**Form: 4**

**Date Filed: 2018-06-05**

Corporate Issuer CIK: 1602078

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Chowdhury Dewan Fazlul Hoque		2. Issuer Name and Ticker or Trading Symbol Nemaura Medical Inc. [NMRD]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) ADVANCED TECHNOLOGY INNOVATION CENTRE, 5 OAKWOOD DRIVE		3. Date of Earliest Transaction (Month/Day/Year) 11/06/2017		Chief Executive Officer	
(Street) LOUGHBOROUGH LEICESTERSHIRE, X0 LE11 3QF		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	11/06/2017		J(1)		87,537,000	D	\$ 0	0	D	

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)

**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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Series A Convertible Preferred Stock	\$ 0	11/06/2017		J(1)		87,537	(2)	(3)	Common Stock, par value \$0.01	87,537,000	\$ 0	87,537	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chowdhury Dewan Fazlul Hoque ADVANCED TECHNOLOGY INNOVATION CENTRE 5 OAKWOOD DRIVE LOUGHBOROUGH LEICESTERSHIRE, X0 LE11 3QF	X	X	Chief Executive Officer	

**Signatures**

/s/ Dewan Fazlul Hoque Chowdhury 06/05/2018  
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) On October 5, 2017, the Reporting Person entered into a Common Stock Conversion Agreement with the Issuer, whereby the Reporting Person cancelled certain of his shares of Common Stock, in exchange for the issuance of shares of Series A Convertible Preferred Stock of the Company. The transaction was effective on November 6, 2017. The Reporting Person can automatically convert after all of the following events occur: (a) the sugarBEAT? device to be commercialized has CE regulatory approval; (b) retail sales have commenced; and (c) retail sales exceed USD\$5 million, which includes any advanced sales (the "Triggering Events"); the disinterested members of the Board shall confirm the satisfaction of all Triggering Events
- (2) by written notice to the Corporation's transfer agent. On such date, the shares then outstanding shall be converted, automatically into such number of fully paid and non-assessable shares of Common Stock at a conversion ratio of 1,000-for-1 (the "Conversion Ratio"). The Reporting Person can voluntarily convert any shares of Series A Preferred then outstanding may into a number of fully paid and nonassessable shares of Common Stock at the Conversion Ratio then in effect.
- (3) The conversion rights do not expire.

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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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Chowdhury Dewan Fazlul Hoque		2. Issuer Name and Ticker or Trading Symbol Nemaura Medical Inc. [NMRD]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer	
3. Date of Earliest Transaction (Month/Day/Year) 11/06/2017		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
ADVANCED TECHNOLOGY INNOVATION CENTRE, 5 OAKWOOD DRIVE		LOUGHBOROUGH LEICESTERSHIRE, X0 LE11 3QF			

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	11/06/2017		J(1)		87,537,000	D	\$ 0	0

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

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**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	\$ 0	11/06/2017		J(1)		87,537		(2)	(3)	Common Stock, par value \$0.01	87,537,000	\$ 0	87,537	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chowdhury Dewan Fazlul Hoque ADVANCED TECHNOLOGY INNOVATION CENTRE 5 OAKWOOD DRIVE LOUGHBOROUGH LEICESTERSHIRE, X0 LE11 3QF	X	X	Chief Executive Officer	

**Signatures**

/s/ Dewan Fazlul Hoque Chowdhury 06/05/2018  
Signature of Reporting Person Date

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