

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Nemaura Medical Inc.

Form: 4

Date Filed: 2018-06-07

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) Chief Executive Officer | |
| ADVANCED TECHNOLOGY INNOVATION CENTRE, 5 OAKWOOD DRIVE | | 3. Date of Earliest Transaction (Month/Day/Year) 06/05/2018 | | | |
| 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 | |

| 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 | 06/05/2018 | | J(1) | | 87,537,000 | A | \$ 0 | 87,537,000 | 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: 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 | 06/05/2018 | | C(1) | | | | 87.537 | (2) | (3) | Common Stock, par value \$0.01 | 87,537,000 | \$ 0 | 0 | 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 06/07/2018
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 Reporting Person converted all of his shares of Series A Convertible Preferred Stock into Common Stock, whereby each share of Series A Convertible Preferred was converted into 1,000 shares of Common Stock.
The Reporting Person can automatically convert after all of the following events occur: (a) the sugarBEAT(R) 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
- (2) Triggering Events by written notice to the Corporation's transfer agent. The Reporting Person can voluntarily convert any shares of Series A Preferred then outstanding into fully paid and nonassessable shares of Common Stock.
- (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

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(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) 06/05/2018 | | 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) | | 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 | 06/05/2018 | | J(1) | | 87,537,000 | A | \$ 0 | 87,537,000 | D | |

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|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----|---|-----------------|--|--|--|--|
| | | | | Code | V | | (A) | (D) | Date Exercisable | Expiration Date | | | | |
| Series A Convertible Preferred Stock | \$ 0 | 06/05/2018 | | C(1) | | 87.537 | (2) | (3) | Common Stock, par value \$0.01 | 87,537,000 | \$ 0 | 0 | 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 | 06/07/2018 |
| Signature of Reporting Person | Date |

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