

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Celcuity Inc.

Form: 4

Date Filed: 2020-05-18

Corporate Issuer CIK: 1603454

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FORM 4

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours 0.5 per response...

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 F	Responses)																		
Name and Address of Reporting Person NIGON RICHARD						me and Tic c. [CELC]		or Trading Sy	rmbol										
(Last) 16305 36TH	H AVENUE	(First) NORTH, SUIT	(Middle) E 100	Date of Earliest Transaction (Month/Day/Year) 05/14/2020								Officer (give titl	le below)		er (specify below)				
		(Street)		4. If Amendment, Date Original FiledMonth/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line)															
MINNEAPO	DLIS. MN 5	5446										Form filed by One Form filed by Mor							
(City)		(State)	(Zip)			1	able	l - Non-Der	ivative Secu	rities	Acquired	l, Disposed (of, or Bene	ficially Owner	<u> </u>				
(Instr. 3) Date			2. Transaction Date (Month/Day/Year)		Date	ate, if Code (Instr. 8)		(A) or	n 4. Securities Acquire (A) or Disposed of (I (Instr. 3, 4 and 5)		Owned Fo	Amount of Securities Beneficially ned Following Reported nsaction(s) str. 3 and 4)			ship Benefici Owners	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
						Cod	de.	V Amou	(A) or Int (D)	Price				(I) (Instr. 4	1)				
Common St	tock					000	10	741100	(5)		90,278			D	•,				
Common Stock											20,300			I	By Grand Trust	children's			
Reminder: Rep	oort on a sepa	rate line for each c	lass of securities be	eneficially	owne	d directly o	r ind	irectly.	Г										
								form are	•	d to r				tained in this a currently v		1474 (9-02)			
			Table						osed of, or B		-	ned							
1. Title of	2.	3. Transaction	3A. Deemed	(<i>e.g.</i> , ₁		calls, warr 5. Number			onvertible se ercisable and		Title and	Amount of	8 Price of	9. Number of	10.	11. Nature			
Derivative	Conversion	Date	Execution Date, if	Transacti	on l	Derivative	OI .	Expiration	Date	Uı	nderlying S	Securities	Derivative	Derivative	Ownership	of Indirect			
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	any (Month/Day/Year)	Code (Instr. 8)	1	Securities Acquired (A Disposed o (Instr. 3, 4, 5)	f (D)	(Month/Da	y/Year)	(Instr. 3 and 4)			Security (Instr. 5)	Securities Beneficially Owned Following Reported	Form of Derivative Security: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Tì	tle	Amount or Number of Shares		Transaction(s (Instr. 4)	(I) (Instr. 4)				
Stock Option (right to buy)	\$ 16.23							<u>(1)</u>	10/19/202	₂₇ C	Common Stock	8,200		8,200	D				
Stock Option (right to buy)	\$ 19.45							<u>(1)</u>	05/14/202	28 C	Common Stock	3,201		3,201	D				
Stock Option (right to buy)	\$ 22.45							(1)	05/16/202	29 C	Common Stock	5,054		5,054	D				
Stock Option (right to buy)	\$ 5.1	05/14/2020		А		25,308		<u>(2)</u>	05/14/203	30 C	Common Stock	25,308	\$0	25,308	D				
Warrants (right to buy)	\$ 9.5							<u>(1)</u>	09/22/202	24 C	Common Stock	5,061		5,061	D				
Warrants (right to buy)	\$ 7.5628							<u>(1)</u>	01/14/202	26 C	Common Stock	4,672		4,672	D				
Warrants (right to buy)	\$ 7.5628							<u>(1)</u>	05/02/202	26 C	Common Stock	3,245		3,245	D				
Warrants (right to buy)	\$ 8.4208							<u>(1)</u>	04/28/202	27 C	Common Stock	8,461		8,461	D				
Warrants					П						ammon								

Common

Stock

1,429

1,429

D

<u>(1)</u>

05/17/2027

(right to

buy)

\$8.4208

B	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
NIGON RICHARD 16305 36TH AVENUE NORTH SUITE 100 MINNEAPOLIS, MN 55446	Х							

Signatures

/s/ Eric O. Madson as Attorney-in-Fact for Richard J. Nigon pursuant to Power of Attorney previously filed.		05/18/2020
-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) Currently exercisable.
- This Option will vest and become exercisable on April 30, 2021, or if earlier, the date of the Company's 2021 Annual Meeting of Stockholders.

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.

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OMB APPROVA	L
OMB Number:	3235-0287
Estimated average burden	hours
per response	0.5

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(Print or Type F	Responses)																				
Name and Address of Reporting Person NIGON RICHARD						ne and Tio . [CELC]		r Trac	ding Syr	nbol		5. F									
(Last) 16305 36TH	H AVENUE	NORTH, SUIT	(Middle) E 100		B. Date of Earliest Transaction (Month/Day/Year) Officer (give title below) Other (specify below)																
		(Street)			4. If Amendment, Date Original FiledMonth/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) 7. Form filed by One Reporting Person																
MINNEAPC	DLIS, MN 5												orm filed by Mor			n					
(City)		(State)	(Zip)										, Disposed o	-		vned	-				
(Instr. 3) Dat			Transaction Date (Month/Day/Year)	2A. Deemed Execution Da r) any (Month/Day/\(^1\)		(Instr. 8)		on	(A) or E (Instr. 3	4. Securities Acquire (A) or Disposed of (Disposed of (Di		Owned Fo Transactio (Instr. 3 a	Amount of Securities Beneficially yned Following Reported ansaction(s) str. 3 and 4)		Ow For Dire or I	Ownership Form: Direct (D) or Indirect		e of Indirect al hip			
Common St	tock					000	ue		Amoun	it (D)	Price	90,278			D	50.4)					
Common Stock												20,300			I		By Grando Trust	children's			
Reminder: Rep	oort on a sepa	rate line for each c		II - Deriva	ative \$	Securities	Acq	Pe for OI uired,	ersons rm are MB con	not required trol number sed of, or B	d to r r. enefi	respond u	tion of informaliess the formules					1474 (9-02)			
1. Title of	2.	3. Transaction	3A. Deemed	(<i>e.g.</i> , p		calls, war				nvertible se			\mount of	9 Price of	Q Numbe	or of 1	0.	11. Nature			
Derivative Security (Instr. 3)		Date (Month/Day/Year)	Execution Date, if	Transaction Code	on [Derivative Securities Acquired (ADisposed of Instr. 3, 4,	A) or of (D)	Expi	ration D	ate	U	nderlying S	Fitle and Amount of derlying Securities Str. 3 and 4) 8. Price of Derivative Security (Instr. 5)			Derivative C Securities F Beneficially D Owned S Following D Reported o		were ship of Indirect beneficial Ownership curity: (Instr. 4) rect (D) Indirect			
				Code	V	(A)	(D)	Date Exer	e rcisable	Expiration Date	Ti	itle	Amount or Number of Shares		Transaction(s)		I) Instr. 4)				
Stock Option (right to buy)	\$ 16.23								<u>(1)</u>	10/19/202	₂₇ C	Common Stock	8,200		8,20	0	D				
Stock Option (right to buy)	\$ 19.45								<u>(1)</u>	05/14/202	₂₈ C	Common Stock	3,201		3,20	1	D				
Stock Option (right to buy)	\$ 22.45								(1)	05/16/202	29	Common Stock	5,054		5,05	4	D				
Stock Option (right to buy)	\$ 5.1	05/14/2020		Α		25,308			(2)	05/14/203	30	Common Stock	25,308	\$ 0	25,30	08	D				
Warrants (right to buy)	\$ 9.5								<u>(1)</u>	09/22/202	24	Common Stock	5,061		5,06	1	D				
Warrants (right to buy)	\$ 7.5628								<u>(1)</u>	01/14/202	26	Common Stock	4,672		4,67	2	D				
Warrants (right to buy)	\$ 7.5628								<u>(1)</u>	05/02/202	26	Common Stock	3,245		3,24	5	D				
Warrants (right to buy)	\$ 8.4208								<u>(1)</u>	04/28/202	27	Common Stock	8,461		8,46	1	D				
Warrants (right to	\$ 8.4208								<u>(1)</u>	05/17/202	27	Common	1,429		1,42	9	D				

Stock

buy)

Dan autim of Courses Name / Adduses	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
NIGON RICHARD 16305 36TH AVENUE NORTH SUITE 100 MINNEAPOLIS. MN 55446	Х							

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