

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**Celcuity Inc.**

**Form: 4**

**Date Filed: 2020-05-18**

Corporate Issuer CIK: 1603454

☐ 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 NIGON RICHARD			2. Issuer Name and Ticker or Trading Symbol Celcuity Inc. [CELC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) 16305 36TH AVENUE NORTH, SUITE 100			3. Date of Earliest Transaction (Month/Day/Year) 05/14/2020					
(Street) MINNEAPOLIS, MN 55446			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)	
Common Stock			Code V	Amount (A) or (D) Price	90,278	D		
Common Stock					20,300	I	By Grandchildren's Trust	

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	Title Amount or Number of Shares				
Stock Option (right to buy)	\$ 16.23					(1) 10/19/2027	Common Stock 8,200		8,200	D	
Stock Option (right to buy)	\$ 19.45					(1) 05/14/2028	Common Stock 3,201		3,201	D	
Stock Option (right to buy)	\$ 22.45					(1) 05/16/2029	Common Stock 5,054		5,054	D	
Stock Option (right to buy)	\$ 5.1	05/14/2020		A	25,308	(2) 05/14/2030	Common Stock 25,308	\$ 0	25,308	D	
Warrants (right to buy)	\$ 9.5					(1) 09/22/2024	Common Stock 5,061		5,061	D	
Warrants (right to buy)	\$ 7.5628					(1) 01/14/2026	Common Stock 4,672		4,672	D	
Warrants (right to buy)	\$ 7.5628					(1) 05/02/2026	Common Stock 3,245		3,245	D	
Warrants (right to buy)	\$ 8.4208					(1) 04/28/2027	Common Stock 8,461		8,461	D	
Warrants (right to buy)	\$ 8.4208					(1) 05/17/2027	Common Stock 1,429		1,429	D	

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

## Signatures

/s/ Eric O. Madson as Attorney-in-Fact for Richard J. Nigon pursuant to Power of Attorney previously filed.		05/18/2020
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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.
- (2) 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.

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