

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Celcuity Inc.

Form: SC 13G/A

Date Filed: 2020-02-14

Corporate Issuer CIK: 1603454

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Celcuity Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

15102K 100
(CUSIP Number)

December 31, 2019
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
☐ Rule 13d-1(c)
☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 15102K 100

Page 2 of 5 Pages

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Brian F. Sullivan		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☐		
3.	SEC Use Only		
4.	Citizenship of Place of Organization USA		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 2,794,154	
	6.	Shared Voting Power 0	
	7.	Sole Dispositive Power 2,794,154	
	8.	Shared Dispositive Power 0	
9.	Aggregate Amount Beneficially Owned by each Reporting Person 2,794,154		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares ☐		
11.	Percent of Class Represented by Amount in Row 9 27.2%		
12.	Type of Reporting Person (See Instructions) IN		

- Item 1(a) Name of Issuer:**
- Celcuity Inc.
- Item 1(b) Address of Issuer's Principal Executive Offices:**
- 16305 36th Avenue North
Suite 100
Minneapolis, MN 55446
- Item 2(a) Name of Person Filing:**
- Brian F. Sullivan
- Item 2(b) Address of Principal Business Office or, if None, Residence:**
- 16305 36th Avenue North
Suite 100
Minneapolis, MN 55446
- Item 2(c) Citizenship:**
- USA
- Item 2(d) Title of Class of Securities:**
- Common Stock
- Item 2(e) CUSIP Number:** 15102K 100
- Item 3 If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under Section 15 of the Act.
 - (b) Bank as defined in Section 3(a)(6) of the Act.
 - (c) Insurance company as defined in Section 3(a)(19) of the Act.
 - (d) Investment company registered under Section 8 of the Investment Company Act of 1940.
 - (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
 - (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
 - (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
 - (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
 - (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4 Ownership

See Cover Page, Items 5 through 11.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certifications:

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2020

By: /s/ Brian F. Sullivan

Brian F. Sullivan