

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## ENDRA Life Sciences Inc.

**Form: 4**

**Date Filed: 2018-07-02**

Corporate Issuer CIK: 1681682

**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 Michelou Francois Roger <small>(Last) (First) (Middle)</small>		2. Issuer Name and Ticker or Trading Symbol ENDRA Life Sciences Inc. [NDRA]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
C/O ENDRA LIFE SCIENCES INC., 3600GREEN COURT, SUITE 350 <small>(Street)</small>		3. Date of Earliest Transaction (Month/Day/Year) 06/28/2018		Chief Executive Officer	
ANN ARBOR, MI 48105 <small>(City) (State) (Zip)</small>		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				

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				
Convertible Promissory Note	(1)	06/28/2018		A		\$ 10,000	(2)	12/31/2018	Common Stock	4,961 (3)	\$ 10,000	\$ 10,000	D	
Warrants	\$ 2.52	06/28/2018		A		2,480	12/28/2018	06/28/2021	Common Stock	2,480	\$ 0 (4)	2,480	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Michelou Francois Roger C/O ENDRA LIFE SCIENCES INC. 3600GREEN COURT, SUITE 350 ANN ARBOR, MI 48105	X		Chief Executive Officer	

**Signatures**

/s/ Francois R. Michelou by Mark Busch, attorney-in-fact 07/02/2018  
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).
- The Convertible Promissory Note (the "Note") is convertible into the Issuer's common stock at a conversion price equal to the lesser of (a) the lowest per share price at which common stock is sold (1) by the Issuer in a sale resulting in aggregate gross cash proceeds of at least \$7.0 million (a "Qualified Financing"), less a discount of 20%, or (b) \$2.016, but in any event no less than a conversion price floor of \$1.40, which conversion price is subject to adjustment in certain circumstances in accordance with the terms of the Note.
- The principal amount of the Note will automatically convert into shares of the Issuer's common stock (i) upon the consummation of a Qualified Financing or (ii) if the holders of a majority of the aggregate principal amount of outstanding Convertible Promissory Notes elect to convert such notes at any time until three days prior to a Qualified Financing. Additionally, the reporting person is (2) entitled to convert the principal amount of the Note into common stock (i) at any time until three days prior to the consummation of a Qualified Financing or (ii) if a material Event of Default (as defined in the Note) shall have occurred and be continuing. In each case, conversion is subject to the terms and provisions of the Note.
- (3) The number of shares of common stock shown in Column 7 assumes a conversion price of \$2.016, which is subject to adjustment in certain circumstances (see Footnote 1).
- (4) The Warrants were issued for no additional consideration in connection with the offer and sale of the Note.

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person Michelou Francois Roger <small>(Last) (First) (Middle)</small>		2. Issuer Name and Ticker or Trading Symbol ENDRA Life Sciences Inc. [NDRA]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)					
C/O ENDRA LIFE SCIENCES INC., 3600GREEN COURT, SUITE 350 <small>(Street)</small>		3. Date of Earliest Transaction (Month/Day/Year) 06/28/2018		Chief Executive Officer					
ANN ARBOR, MI 48105 <small>(City) (State) (Zip)</small>		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					
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>									
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			Code	V	Amount	(A) or (D)	Price		

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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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Promissory Note	(1)	06/28/2018		A		\$ 10,000	(2)	12/31/2018	Common Stock	4,961 (3)	\$ 10,000	\$ 10,000	D	
Warrants	\$ 2.52	06/28/2018		A		2,480		12/28/2018	06/28/2021	Common Stock	2,480	\$ 0 (4)	2,480	D

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Reporting Owner Name / Address	Relationships			
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Michelou Francois Roger C/O ENDRA LIFE SCIENCES INC. 3600GREEN COURT, SUITE 350 ANN ARBOR, MI 48105	X		Chief Executive Officer	

**Signatures**

/s/ Francois R. Michelou by Mark Busch, attorney-in-fact 07/02/2018  
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- The principal amount of the Note will automatically convert into shares of the Issuer's common stock (i) upon the consummation of a Qualified Financing or (ii) if the holders of a majority of the aggregate principal amount of outstanding Convertible Promissory Notes elect to convert such notes at any time until three days prior to a Qualified Financing. Additionally, the reporting person is (2) entitled to convert the principal amount of the Note into common stock (i) at any time until three days prior to the consummation of a Qualified Financing or (ii) if a material Event of Default (as defined in the Note) shall have occurred and be continuing. In each case, conversion is subject to the terms and provisions of the Note.
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