

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Vallon Pharmaceuticals, Inc.

Form: 4

Date Filed: 2021-02-12

Corporate Issuer CIK: 1824293

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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							
per response	0.5						

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 Res	sponses)														
1. Name and Add Ammer Richa	Issuer Name and Ticker or Trading Symbol Vallon Pharmaceuticals, Inc. [VLON]							Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) (First) (Middle) C/O VALLON PHARMACEUTICALS, INC., 100 N. 18TH STREET, SUITE 300		Date of Earliest Transaction (Month/Day/Year) 12/12/2021							Officer (give titl	e below)	Othe	r (specify below	<u>')</u>		
(Street)			4. If Amendment, Date Original FiledMonth/Day/Year)							_X_ Form filed by One	Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
PHILADELPH			(T)										g ·		
(City)		(State)	(Zip)			Table I	- Non-	Derivative	Securit	ies Acq	uired, Disposed	of, or Benef	ficially Owner	İ	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date, if any (Month/Day/Year)		(Instr. 8)		4. Securities Acqu (A) or Disposed o (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		6. Ownership Form: Direct (D)	7. Nature Indirect Beneficial Ownership		
					Code		Amount	(A) or (D)	Price				or Indirect (I) (Instr. 4)		
Common Stock 02/12/2021			02/12/2021			<u>J⁽¹⁾</u>		47,063	A	\$ 6.4	47,063			<u>(2)</u>	By SALMO Pharma GmbH
Reminder: Repor	t on a sonara	te line for each clas	e of securities he	neficially ow	unad dira	ctly or indire	ctly								
пеншиет. перог	топ а зерага	te line for each class	s or securities be	nencially ow	viied direc	city of mane	Pers form		quired t		collection of infor and unless the for				1474 (9-0
			Table I			ities Acqui warrants, c	,	•	•		y Owned				
1. Title of	2.	3. Transaction	3A. Deemed			Number of		Date Exer			le and Amount of	8. Price of Derivative	9. Number of	10.	11. Natu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, any (Month/Day/Yea	(Instr. 8) Se Ac Di		erivative ecurities equired (A) of sposed of (I astr. 3, 4, an	(N (N (N	· · · · · · · · · · · · · · · · · · ·			rlying Securities . 3 and 4)	Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficia Ownersh (Instr. 4)		
				Code	Code V				te Expiration Date Title		Amount or Reported Transaction(Number of Shares (Instr. 4)				
Reporting	Owne	rs													
Reportir	ng Owner Na	me / Address		Relationship		Other									
Ammer Richa C/O VALLON 100 N. 18TH S PHILADELPH	PHARMAG STREET, S		c. x												
Signature	s														
/s/ David Bak	er, attorney		02/12/2021 Date												
Explanati	on of R	esponses:													
** Intentional miss Issued immed (1) the prospectus 333-249636 at (2) The reporting	estatements of iately prior to so, dated Februard 333-25292 person discla	han one reporting p r omissions of facts the closing of the ir uary 9, 2021, filed w 25), originally filed o ims beneficial owne ership of all of the r	constitute Feder itial public offerin rith the U.S. Secu in October 23, 200 ership of these se	al Criminal of the issurities and E 20, as amer curities exce	Violations uer's com exchange nded. ept to the	mon stock in Commission extent of he	n conn n on Fe er pecu	ection with ebruary 11, uniary inter	the conv 2021, w	ersion hich for	rms a part of the R	egistration S	Statements on	Form S-1 (F	ile Nos.
	•	form, one of which respond to the collect	Ť						·		n displavs a currer	itlv valid OM	1B number.		
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL							
OMB Number:	3235-0287						
Estimated average burden hours							

per response..

0.5

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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

(Print or Type Re	esponses)														
Name and Address of Reporting Person Ammer Richard				Issuer Name and Ticker or Trading Symbol Vallon Pharmaceuticals, Inc. [VLON]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) C/O VALLON PHARMACEUTICALS, INC., 100 N. 18TH STREET, SUITE 300				Date of Earliest Transaction (Month/Day/Year) 02/12/2021											
(Street) PHILADELPHIA, PA 19103			4.	. If Amendn	nent, D	ate Original File	dMoi	nth/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person 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	Execution Date,		(Instr. 8)	n V	4. Securities Acquir (A) or Disposed of ((Instr. 3, 4 and 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 Sto	Common Stock 02/12/2021					<u>(1)</u>		47,063	A	\$ 6.4	47,063			<u>(2)</u>	By SALMON Pharma GmbH
Title of Derivative	2. Conversion	3. Transaction Date	Table II 3A. Deemed Execution Date, if	(<i>e.g.</i> , puts	tion 5		MB I, Di: ions 6.	control n	umber. , or Bendible secuncisable	eficial irities)	•	8. Price of	9. Number of Derivative	10.	11. Nature
Security (Instr. 3)	or Exercise Price of Derivative Security	xercise (Month/Day/Year) a e of vative ((Instr. 8) Se Ac Dis				· ·		Security (Instr. 5)	Securities Beneficially Owned Following	Form of Derivative Security:	Beneficial Ownership (Instr. 4)		
				Code	v	(A) (D)		ate kercisable	Expiratio Date	n Title	Amount or Number of Shares		Reported Transaction(s (Instr. 4)	or Indirect (I) (Instr. 4)	
Reporting	g Ownei	rs ·													
Reporti	ing Owner Na	me / Address		lationships Owner O		Other									
Ammer Richa C/O VALLON 100 N. 18TH PHILADELPH	PHARMAC STREET, S		C. X												
Signature	26														

Signatures

/s/ David Baker, attorney-in-fact	02/12/2021
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).
- Issued immediately prior to the closing of the initial public offering of the issuer's common stock in connection with the conversion of the promissory notes held by the reporting person, as disclosed in (1) the prospectus, dated February 9, 2021, filed with the U.S. Securities and Exchange Commission on February 11, 2021, which forms a part of the Registration Statements on Form S-1 (File Nos. 333-249636 and 333-252925), originally filed on October 23, 2020, as amended.
- (2) The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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.