

CorMedix Inc.
Form 4
February 18, 2015

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILBY RANDY

(Last) (First) (Middle)

C/O CORMEDIX INC., 745 ROUTE 202-206, SUITE 303

(Street)

BRIDGEWATER, NJ US 08807

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CorMedix Inc. [CRMD]

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, \$0.001 par value per share | 02/13/2015 | | P ⁽¹⁾ | 1,911 A | \$ 3.27 50,225 | D | |
| Common Stock, \$0.001 par value per share | | | | | 196,243 | I ⁽²⁾ | MW Bridges LLC ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 2.02 | | | | | (3) | 01/09/2024 | Common Stock, \$0.001 par value per share | 100,000 |
| Series C-3 Non-Voting Convertible Preferred Stock (4) | \$ 1 | | | | | (4) | (4) | Common Stock, \$0.001 par value per share | 237,000 |
| Warrant (right to purchase Common Stock) (4) | \$ 1.25 | | | | | 01/08/2015 | 01/08/2020 | Common Stock, \$0.001 par value per share | 118,500 |
| Series C-3 Non-Voting Convertible Preferred Stock (5) | \$ 1 | | | | | (5) | (5) | Common Stock, \$0.001 par value per share | 13,000 |
| Warrant (right to purchase Common Stock) (5) | \$ 1.25 | | | | | 01/08/2015 | 01/08/2020 | Common Stock, \$0.001 par value per share | 6,500 |
| Stock Option (right to | \$ 0.9 | | | | | (6) | 03/20/2023 | Common Stock, \$0.001 | 500,000 |

| | | | | | | |
|--|---------|-----|-----------------------|-----------------------------|------------------------|---------|
| buy) | | | | | par value per share | |
| Stock Option (right to buy) | \$ 0.68 | (7) | 12/05/2022 | Common Stock, \$0.001 | par value per share | 100,000 |
| Stock Option (right to buy) | \$ 0.29 | (8) | 05/14/2022 | Common Stock, \$0.001 | par value per share | 50,000 |
| Warrant (right to purchase Common Stock) | \$ 0.4 | | 09/20/2012 09/20/2017 | Common Stock, \$0.001 | par value per share | 62,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILBY RANDY C/O CORMEDIX INC. 745 ROUTE 202-206, SUITE 303 BRIDGEWATER, NJ US 08807 | X | | Chief Executive Officer | |

Signatures

Alexander M. Donaldson, with a Power of Attorney for Randy Milby 02/18/2015

__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) This purchase of newly issued shares was pursuant to an automatic payroll deduction arrangement with the reporting person.
- (2) The reporting person beneficially owns these securities through his ownership interest in MW Bridges LLC (an entity through which he has voting and investment control).
- (3) The option vested 100% on January 10, 2014.
On January 8, 2014, the reporting person acquired in a private placement (i) 23,700 shares of the Company's Series C-3 Non-Voting Convertible Preferred Stock, each share is convertible into 10 shares of the Common Stock, \$0.001 par value per share at a conversion price of \$1.00 per share; and (ii) a five-year warrant to purchase Common Stock at an exercise price of \$1.25 per share. The Series C-3 Preferred Stock and the warrants were purchased together at a purchase price of \$10.00 per share for each share of Series C-3 Preferred Stock.
- (5) On January 8, 2014, the reporting person, through his ownership in MW Bridges LLC (an entity through which he has voting and investment control), acquired in a private placement (i) 1,300 shares of the Company's Series C-3 Non-Voting Convertible Preferred Stock, each share is convertible into 10 shares of the Common Stock, \$0.001 par value per share at a conversion price of \$1.00 per share;

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and (ii) a five-year warrant to purchase Common Stock at an exercise price of \$1.25 per share. The Series C-3 Preferred Stock and the warrants were purchased together at a purchase price of \$10.00 per share for each share of Series C-3 Preferred Stock.

- (6) These options vest based on performance milestones running through December 31, 2014.
- (7) These options vested as follows: (a) fifty percent (50%) on the date of issuance of the CE Mark certification for Neutrolin in Europe, which occurred on July 5, 2013, and (b) fifty percent (50%) on December 31, 2013.
- (8) These options vested 100% upon receipt of CE Mark approval for the Company's Neutrolin product candidate on July 5, 2013.

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.