Onconova Therapeutics, Inc.

Form 4

August 01, 2013

# FORM 4

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

**OMB** Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Expires:

**OMB APPROVAL** 

3235-0287

January 31,

2005

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Hoffman Michael B

2. Issuer Name and Ticker or Trading Symbol

Onconova Therapeutics, Inc.

(Check all applicable)

Issuer

5. Relationship of Reporting Person(s) to

[ONTX]

07/30/2013

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

\_X\_\_ Director Officer (give title

X\_\_ 10% Owner \_ Other (specify

712 FIFTH AVENUE, 36TH **FLOOR** 

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10019

(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 Approx Disposed of (Instr. 3, 4 and	of (D)	red (A)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
C									By The Michael and Jane	
Common Stock	07/30/2013		С	83,857	A	(1)	728,517	I	Hoffman 2013 Descendants Trust (9)	
Common Stock	07/30/2013		С	105,363	A	(2)	833,880	I	By The Michael and Jane Hoffman	

								2013 Descendants Trust (9)
Common Stock	07/30/2013	С	266,712	A	(3)	1,100,592	I	By The Michael and Jane Hoffman 2013 Descendants Trust (9)
Common Stock	07/30/2013	С	476,087	A	<u>(4)</u>	1,576,679	I	By The Michael and Jane Hoffman 2013 Descendants Trust (9)
Common Stock	07/30/2013	С	85,744	A	<u>(5)</u>	1,662,423	I	By The Michael and Jane Hoffman 2013 Descendants Trust (9)
Common Stock	07/30/2013	С	84,530	A	<u>(5)</u>	1,746,953	I	By The Michael and Jane Hoffman 2013 Descendants Trust (Non-GST Exempt Trust) (9)
Common Stock	07/30/2013	С	172,411	A	<u>(6)</u>	1,919,364	I	By The Michael and Jane Hoffman 2013 Descendants Trust (9)
Common Stock	07/30/2013	С	226,024	A	(7)	2,145,388	I	By The Michael and Jane Hoffman 2013 Descendants

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								Trust (9)
Common Stock	07/30/2013	С	1,226,942	A	(8)	3,372,330	I	By The Michael and Jane Hoffman 2013 Descendants Trust (9)
Common Stock	07/30/2013	P	1,000,000	A	\$ 15	4,372,330	I	By The Michael and Jane Hoffman 2013 Descendants Trust (9)
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.								
						nd to the coll		SEC 1474

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(9-02)

 ${\bf Table~II~- Derivative~Securities~Acquired, Disposed~of, or~Beneficially~Owned}$ (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 orDerivative 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	Amoun Number Shares
Series B Convertible Preferred Stock	<u>(1)</u>	07/30/2013		С		99,350	<u>(1)</u>	<u>(1)</u>	Common Stock	83,8
Series C Convertible Preferred Stock	<u>(2)</u>	07/30/2013		С		140,449	(2)	(2)	Common Stock	105,3
	(3)	07/30/2013		C		355,528	(3)	(3)		266,7

Series D Convertible Preferred Stock							Common Stock	
Series E Covertible Preferred Stock	<u>(4)</u>	07/30/2013	C	634,625	<u>(4)</u>	<u>(4)</u>	Common Stock	476,0
Series F Convertible Preferred Stock	<u>(5)</u>	07/30/2013	C	111,227	<u>(5)</u>	<u>(5)</u>	Common Stock	85,7
Series F Convertible Preferred Stock	<u>(5)</u>	07/30/2013	C	109,653	<u>(5)</u>	<u>(5)</u>	Common Stock	84,5
Series G Convertible Preferred Stock	<u>(6)</u>	07/30/2013	С	229,825	<u>(6)</u>	<u>(6)</u>	Common Stock	172,4
Series H COnvertible Preferred Stock	<u>(7)</u>	07/30/2013	C	301,290	<u>(7)</u>	<u>(7)</u>	Common Stock	226,0
Series I Convertible	<u>(8)</u>	07/30/2013	C	1,635,514	<u>(8)</u>	(8)	Common Stock	1,226

Preferred Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Hoffman Michael B 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019	X	X						

## **Signatures**

/s/ Ajay Bansal, as attorney 07/30/2013 in fact

\*\*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) The Series B Convertible Preferred Stock converted into Common Stock on a 0.85-for-1 basis and had no expiration date.
- (2) The Series C Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (3) The Series D Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (4) The Series E Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (5) The Series F Convertible Preferred Stock converted into Common Stock on a 0.77-for-1 basis and had no expiration date.
- (6) The Series G Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (7) The Series H Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (8) The Series I Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (9) These shares are held in a trust for the benefit of the reporting person's descendants. The reporting person's spouse is a trustee of the trust.

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.

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