

ARMSTRONG JR. JOHN L.
Form 4
December 14, 2017

FORM 4

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

OMB APPROVAL

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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, 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 *
ARMSTRONG JR. JOHN L.

(Last) (First) (Middle)
C/O CORMEDIX INC., 1430 U.S.
HIGHWAY 206, SUITE 200
(Street)

BEDMINSTER, NJ 07921

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2017

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)
Exec VP of Tech Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | 12/12/2017 ⁽¹⁾ | | P | V A | Amount 20,833 Price \$ 0.48 | D | |

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)

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| 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. F... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy Common Stock) | \$ 2.18 | | | | | <u>(2)</u> | 03/01/2025 | Common Stock | 100,000 |
| Restricted Stock Units | <u>(3)</u> | | | | | <u>(3)</u> | 02/28/2027 | Common Stock | 36,057 |
| Stock Option (Right to Buy Common Stock) | \$ 1.52 | | | | | <u>(4)</u> | 11/14/2024 | Common Stock | 10,000 |
| Stock Option (Right to Buy Common Stock) | \$ 3.25 | | | | | <u>(5)</u> | 07/28/2025 | Common Stock | 15,000 |
| Stock Option (Right to Buy Common Stock) | \$ 2.51 | | | | | <u>(6)</u> | 03/08/2026 | Common Stock | 200,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ARMSTRONG JR. JOHN L. C/O CORMEDIX INC. | | | Exec VP of Tech Operations | |

1430 U.S. HIGHWAY 206, SUITE 200
BEDMINSTER, NJ 07921

Signatures

/s/ Alexander M. Donaldson, by power of
attorney

12/14/2017

__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) Purchase was contracted on November 17, 2017, but not closed until December 12, 2017.
- (2) The option vests based on certain performance milestones, subject to continued employment. The option will be forfeited if such milestones are not met by certain dates.
- (3) Each restricted stock unit represents the right to receive one share of CorMedix Inc. common stock. The restricted stock units vest 50% on December 31, 2017 and 50% on December 31, 2018, subject to continued employment.
- (4) These options vested upon the achievement of certain milestones, subject to continued employment.
- (5) One third of these options vested upon the achievement of a certain milestone and one third vested on each of December 31, 2015 and July 28, 2015.
- (6) 15,000 of these options vest monthly over four years, beginning on March 9, 2016, 20,000 vest upon the achievement of a certain milestone, subject to continued employment, and the rest vested upon the achievement of certain milestones.

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.