

DEER VALLEY CORP
Form 4
October 08, 2014

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 *
Vicis Capital, LLC

2. Issuer Name and Ticker or Trading Symbol
DEER VALLEY CORP [DVLY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
445 PARK AVENUE, SUITE 1043

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/06/2014

____ Director
____ Officer (give title below) Other (specify below)
Former 10% Beneficial Owners

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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)	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.001 par value per share	10/06/2014		S		12,310,458	D	\$ 0.2924 <u>(2)</u>
						I <u>(1)</u>	By Vicis Capital Master Fund <u>(1)</u>

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.

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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 Owned Following Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vicis Capital, LLC 445 PARK AVENUE SUITE 1043 NEW YORK, NY 10022				Former 10% Beneficial Owners
Vicis Capital Master Fund 445 PARK AVENUE SUITE 1043 NEW YORK, NY 10022				Former 10% Beneficial Owners
SUCCO JOHN C/O VICIS CAPITAL, LLC 445 PARK AVENUE, SUITE 1043 NEW YORK, NY 10022				Former 10% Beneficial Owners
LUCAS SKY C/O VICIS CAPITAL, LLC 445 PARK AVENUE, SUITE 1043 NEW YORK, NY 10022				Former 10% Beneficial Owners

Signatures

/s/ Andrew Comito, Authorized Representative, Vicis Capital Master Fund	10/07/2014
__Signature of Reporting Person	Date
/s/ Andrew Comito, as Power of Attorney for John D. Succo	10/07/2014
__Signature of Reporting Person	Date
/s/ Andrew Comito, as Power of Attorney for Sky M. Lucas	10/07/2014

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__Signature of Reporting Person

Date

/s/ Andrew Comito, Compliance Officer, Vicis Capital, LLC

10/07/2014

__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).

All of the foregoing represents securities formerly held directly by Vicis Capital Master Fund. Vicis Capital, LLC acts as investment advisor to Vicis Capital Master Fund and therefore formerly had voting and dispositive power over all the foregoing shares. For the

- (1) purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, Vicis Capital, LLC, and its members, John Succo and Sky Lucas, may each have been deemed to be the beneficial owner of, but hereby disclaim such beneficial ownership of, the foregoing shares.
- (2) This Form 4 is being filed by each of the Reporting Persons as a result of the disposition of all of the shares of Deer Valley Corporation by Vicis Capital Master Fund to a private purchaser for aggregate consideration of \$3,600,000 on October 6, 2014.

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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