RXi Pharmaceuticals Corp Form 4

February 08, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)						
1. Name and Address of Reporting Person * CAUWENBERGH GEERT	2. Issuer Name <b>and</b> Ticker or Trading Symbol RXi Pharmaceuticals Corp [RXII]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check an applicable)				
C/O RXI PHARMACEUTICALS CORPORATION, 257 SIMARANO DRIVE, SUITE 101	(Month/Day/Year) 02/08/2017	X Director 10% OwnerX Officer (give title Other (specify below)  President & CEO				
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
MARLBOROUGH, MA 01752	Filed(Month/Day/Year)	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 Acq	quired, Disposed of, or Beneficially Owned				
1.Title of 2. Transaction Date 2A. Deen Security (Month/Day/Year) Execution (Instr. 3) any		5. Amount of 6. 7. Nature Securities Ownership Indirect Beneficially Form: Direct Benefici				

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 stock, \$0.0001 par value	02/08/2017		P	10,000	A	\$ 0.685	82,583	D	
Common stock, \$0.0001 par value							4,500	I	By spouse
Common stock, \$0.0001							450	I	By son (1)

par value

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.

Relationships

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr

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. DiNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address			_	
	Director	10% Owner	Officer	Other
CAUWENBERGH GEERT C/O RXI PHARMACEUTICALS CORPORATION 257 SIMARANO DRIVE, SUITE 101 MARI POPOLICH, MA 01752	X		President & CEO	
MARLBOROUGH, MA 01752				

### **Signatures**

Caitlin Kontulis, attorney-in-fact 02/08/2017

\*\*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) Represents shares held by the Reporting Person's son. The Reporting Person disclaims beneficial ownership of such shares and this report shall not constitute an admission of beneficial ownership.

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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