

Chen Shu-Chih
Form 4
May 31, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chen Shu-Chih

(Last) (First) (Middle)

C/O ATOSSA GENETICS
INC., 107 SPRING STREET

(Street)

SEATTLE, WA 98104

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ATOSSA GENETICS INC [ATOS]

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

05/30/2018

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series B Convertible Preferred Stock	\$ 3.52 ⁽¹⁾	05/30/2018	P	V	8		05/30/2018	⁽²⁾	Common Stock	2,273 ⁽³⁾	
Warrants	\$ 4.05	05/30/2018	P	V	2,272		05/30/2018	05/30/2022	Common Stock	2,272	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chen Shu-Chih C/O ATOSSA GENETICS INC. 107 SPRING STREET SEATTLE, WA 98104	X			

Signatures

/s/ Shu-Chih Chen,
Ph.D. 05/31/2018

***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) Each share of Series B Convertible Preferred Stock is convertible into the number of shares of Common Stock equal to the stated value of \$1,000 divided by \$3.52.
- (2) Shares of Series B Convertible Preferred Stock do not expire.
- (3) No fractional shares will be issued upon conversion. At its election, the Company will either issue a cash adjustment or round up to the next whole share. The number reflected here assumes rounding up to the next whole share.
- (4) Shares of Series B Convertible Preferred Stock and Warrants were issued as part of a unit, with each unit consisting of one share of Series B Convertible Preferred Stock and 284 Warrants.
- (5) Securities are owned by Ensisheim Partners, LLC ("Ensisheim"). Shu-Chih Chen, Ph.D. and Steven C. Quay, M.D., Ph.D., share voting and investment power over the securities held by Ensisheim. Ensisheim is solely owned and controlled by Drs. Chen and Quay, and, as a result, Drs. Chen and Quay are deemed to be beneficial owners of the shares held by this entity.

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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