

Onconova Therapeutics, Inc.
Form SC 13G/A
February 25, 2019

THE UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Onconova Therapeutics, INC.
(Name of Issuer)

Common STOCK, \$0.01 par value PER SHARE
(Title of Class of Securities)

68232V306
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 68232V306

(1) Names of Reporting
Persons.

Tyndall
Capital
Partners,
L.P.

(2) Check the
Appropriate

Box if a (a) ☐

Member of a
Group

(b) ☐

(3) SEC Use Only

(4) Citizenship or Place of
Organization: State of
Delaware

(5) Sole

Number of Voting Shares 842,314*

Power:

(6) Shared

Number of Voting Shares 0

Power:

(7) Sole

By Dispositive 842,314*

Each .Power:

(8) Shared

Person Dispositive 0

With Power:

(9) Aggregate Amount Beneficially Owned by Each Reporting Person: 842,314*

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See
Instructions):

(11) Percent of Class Represented by Amount in Row (9): 14.8%*

(12) Type of Reporting Person (See Instructions): PN

*Based on 5,674,220 shares of common stock, par value \$0.01 per share (the "Shares" or "Common Stock"), of Onconova Therapeutics, Inc. (the "Company"), outstanding as of November 1, 2018, as disclosed in the Company's quarterly report on Form 10-Q for the quarterly period ended September 30, 2018. As of December 31, 2018, Tyndall Partners, L.P., a Delaware limited partnership ("Tyndall"), held 816,272 Shares and warrants to purchase up to 26,042

Shares. Tyndall Capital Partners, L.P. is the general partner of Tyndall, and possesses the sole power to vote and the sole power to direct the disposition of all Shares held by Tyndall. Excludes shares of Series A Convertible Preferred Stock ("Series A Preferred Stock") of the Company (convertible into 73,334 Shares) issuable upon exercise of a warrant (the "Series A Warrant") to purchase such shares of Series A Preferred Stock of the Company and subsequent conversion of such Series A Preferred Stock into Shares. Excludes shares of Series B Convertible Preferred Stock ("Series B Preferred Stock") of the Company (convertible into 676,471 Shares) issuable upon exercise of a warrant (the "Series B Warrant") to purchase such shares of Series B Preferred Stock of the Company and subsequent conversion of such Series B Preferred Stock into Shares.

Each of the Series A Warrant and Series B Warrant provide, in part, that the Company shall not effect any conversion of the Preferred Stock and a holder shall not have the right to convert any portion of the Preferred Stock, to the extent that, after giving effect to the conversion, such holder would beneficially own in excess of 4.99% of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock issuable upon conversion of Preferred Stock held by the applicable holder (the Beneficial Ownership Limitation"). A warrant holder, upon notice to the Company, may increase or decrease the Beneficial Ownership applicable to its Preferred Stock provided that the Beneficial Ownership Limitation in no event exceeds 9.99% of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock upon conversion of this Preferred Stock held by the holder.

Item 1(a). Name Of Issuer:

Onconova Therapeutics, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

375 Pheasant Run

Newtown, PA 18940

Item 2(a). Name of Person Filing:

Tyndall Capital Partners, L.P.

Item 2(b). Address of Principal Business Office or, if None, Residence:

150 East 58th Street, 14th Floor

New York, New York 10155

Item 2(c). Citizenship:

State of Delaware

Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 par value per share

Item 2(e). CUSIP No.:

68232V306

Item 3. If This Statement Is Filed

**Pursuant to §§240.13d-1(b) or
240.13d-2(b) or (c), check whether the
Person Filing is a:**

Not Applicable.

Item 4. Ownership

| | |
|---|----------|
| (a) Amount Beneficially Owned: | 842,314* |
| (b) Percent of Class: | 14.8%* |
| (c) Number of Shares as to which such person has: | |
| (i) Sole power to vote or to direct the vote: | 842,314* |
| (ii) Shared power to vote or to direct the vote: | 0 |
| (iii) Sole power to dispose or to direct the disposition of: | 842,314* |
| (iv) Shared power to dispose or to direct the disposition of: | 0 |

*Based on 5,674,220 shares of common stock, par value \$0.01 per share (the "Shares" or "Common Stock"), of Onconova Therapeutics, Inc. (the "Company"), outstanding as of November 1, 2018, as disclosed in the Company's quarterly report on Form 10-Q for the quarterly period ended September 30, 2018. As of December 31, 2018, Tyndall Partners, L.P., a Delaware limited partnership ("Tyndall"), held 816,272 Shares and warrants to purchase up to 26,042 Shares. Tyndall Capital Partners, L.P. is the general partner of Tyndall, and possesses the sole power to vote and the sole power to direct the disposition of all Shares held by Tyndall. Excludes (i) shares of Series A Convertible Preferred Stock ("Series A Preferred Stock") of the Company (convertible into 73,334 Shares) issuable upon exercise of a warrant (the "Series A Warrant") to purchase such shares of Series A Preferred Stock of the Company and subsequent conversion of such Series A Preferred Stock into Shares and (ii) shares of Series B Convertible Preferred Stock ("Series B Preferred Stock") of the Company (convertible into 676,471 Shares) issuable upon exercise of a warrant (the "Series B Warrant") to purchase such shares of Series B Preferred Stock of the Company and subsequent conversion of such Series B Preferred Stock into Shares.

Each of the Series A Warrant and Series B Warrant provide, in part, that the Company shall not effect any conversion of the Preferred Stock and a holder shall not have the right to convert any portion of the Preferred Stock, to the extent that, after giving effect to the conversion, such holder would beneficially own in excess of 4.99% of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock issuable upon conversion of Preferred Stock held by the applicable holder (the Beneficial Ownership Limitation"). A warrant holder, upon notice to the Company, may increase or decrease the Beneficial Ownership applicable to its Preferred Stock provided that the Beneficial Ownership Limitation in no event exceeds 9.99% of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock upon conversion of this Preferred Stock held by the holder.

Item

**5. Ownership of
Five Percent or
Less of a Class**

Not Applicable.

Item

**6. Ownership of
More Than Five
Percent on
Behalf of**

Another Person

Not Applicable.

Item

**7. Identification
and
Classification of
the Subsidiary
Which Acquired
the Security
Being Reported
on by the Parent
Holding
Company or
Control Person**

Not Applicable.

Item

**8. Identification
and
Classification of
Members of the
Group**

Not Applicable.

**Item 9. Notice of
Dissolution of
Group**

Not Applicable.

Item

10. Certification

By signing below
I certify that, to
the best of my
knowledge and
belief, the
securities referred
to above were not
acquired and are
not held for the

purpose of or with
the effect of
changing or
influencing the
control of the
issuer of such
securities and
were not acquired
and are not held in
connection with or
as a participant in
any transaction
having that
purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 25, 2019

**TYNDALL CAPITAL
PARTNERS, L.P.**

JEFFREY
MANAGEMENT,
By: LLC,

its general partner

By: /s/ Jeffrey S. Halis
Jeffrey S. Halis
Manager

**Attention: Intentional misstatements or omissions of fact constitute
Federal criminal violations (See 18 U.S.C. 1001).**