

Onconova Therapeutics, Inc.

Form 4

August 10, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARINO JAMES J

(Last) (First) (Middle)

**C/O ONCONOVA
THERAPEUTICS, 375 PHEASANT
RUN**

(Street)

NEWTOWN, PA 18940

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**Onconova Therapeutics, Inc.
[ONTX]**

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2016

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	(A) or (D)	Price \$
Common Stock	08/01/2016 ⁽¹⁾		X		24,405	A	4.1 <u>(1)</u>
					24,415		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Subscription Rights (right to buy)	\$ 4.1	07/26/2016 ⁽¹⁾		X	15	07/08/2016 07/26/2016	See Footnote ⁽¹⁾ 15
Warrants (right to buy)	\$ 4.92	08/01/2016 ⁽¹⁾		X	18,303	07/29/2016 07/27/2021	Common Stock ⁽²⁾ 18,303

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MARINO JAMES J C/O ONCONOVA THERAPEUTICS 375 PHEASANT RUN NEWTOWN, PA 18940	X

Signatures

/s/ Ramesh Kumar as
attorney-in-fact 08/10/2016

__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).

- The common stock and the warrants reported on this Form 4 were acquired pursuant to the exercise of subscription rights previously distributed by Onconova Therapeutics, Inc. (the "Company") to all holders of the Company's common stock. The subscription rights entitled each recipient thereof to purchase 1.5 units ("Units") for each share of stock owned. Each Unit consists of one share of the Company's common stock and 0.75 of a warrant, with each warrant representing the right to purchase one share of the Company's common stock. The purchase price for each Unit was \$4.10. Shareholders could also subscribe for an additional allocation of Units, for which rights were not exercised. This allocation to shareholders was completed on August 1, 2016.
- (1) Each warrant entitles the holder to purchase one share of the Company's common stock at an exercise price of \$4.92 from the date of issuance through July 27, 2021.

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.