

UROPLASTY INC  
Form 4  
April 02, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Stauner James P

(Last) (First) (Middle)  
5420 FELTL ROAD  
(Street)  
MINNETONKA, MN 55343

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
UROPLASTY INC [UPI]

3. Date of Earliest Transaction (Month/Day/Year)  
03/31/2015

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/31/2015		D		66,925	D	0

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)**

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 4.16	03/31/2015		D	6,175	<sup>(2)</sup> 09/13/2017	Common Stock	6,175
Stock Option (right to buy)	\$ 4.83	03/31/2015		D	5,475	<sup>(3)</sup> 09/13/2018	Common Stock	5,475
Stock Option (right to buy)	\$ 3.76	03/31/2015		D	7,025	<sup>(4)</sup> 09/12/2019	Common Stock	7,025
Stock Option (right to buy)	\$ 3.46	03/31/2015		D	8,625	<sup>(5)</sup> 09/11/2020	Common Stock	8,625

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stauner James P 5420 FELTL ROAD MINNETONKA, MN 55343	X			

**Signatures**

/s/ Brett Reynolds,  
attorney-in-fact  
**\*\*Signature of Reporting Person**

04/02/2015  
**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)

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Disposed of pursuant to merger agreement between issuer and Cogentix Medical, Inc., formerly Vision-Sciences, Inc. ("Cogentix"), in exchange for 48,629 shares of Cogentix common stock on the effective date of the merger.

- (2) This option is fully vested, was assumed by Cogentix in the merger and replaced with an option to purchase 4,486 shares of Cogentix stock for \$5.73 per share.
- (3) This option is fully vested, was assumed by Cogentix in the merger and replaced with an option to purchase 3,978 shares of Cogentix stock for \$6.65 per share.
- (4) This option is fully vested, was assumed by Cogentix in the merger and replaced with an option to purchase 5,104 shares of Cogentix stock for \$5.18 per share.
- (5) This option is fully vested, was assumed by Cogentix in the merger and replaced with an option to purchase 6,267 shares of Cogentix stock for \$4.77 per share.

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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