

Biostage, Inc.  
Form SC 13D  
September 08, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**BIOSTAGE, INC.**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**09074M103**

(CUSIP Number)

**Chip Greenblatt**

**330 South Wells St. # 711**

**Chicago, IL 60606**

**With a copy to:**

**Jeffrey A. Schumacher**

**Reed Smith LLP**

**10 South Wacker Dr.**

**Chicago, IL 60606**

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

**August 29, 2016**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

CUSIP No. 09074M103 Page 2 of 14

**SCHEDULE 13D**

NAMES OF REPORTING PERSONS

**1**  
**First Pecos LLC**

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

**2**  
(a)  (b)

SEC USE ONLY  
**3**

SOURCE OF FUNDS

**4**  
**WC**

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

**5**  
..

**6** CITIZENSHIP OR PLACE OF  
ORGANIZATION

**Texas**

SOLE VOTING POWER

**7**

**-0-**

NUMBER OF  
SHARED VOTING POWER  
SHARES  
BENEFICIALLY

**8**

OWNED ~~463,200~~ **463,200 shares**

EACH  
SOLE DISPOSITIVE POWER  
REPORTING

PERSON

**-0-**

WITH

SHARED DISPOSITIVE POWER

**10**

**463,200 shares**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

**463,200**

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

**12**

..

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

**2.71 %**

TYPE OF REPORTING PERSON\*

**14**

OO

CUSIP No. 09074M103 Page 3 of 14

**SCHEDULE 13D**

NAMES OF REPORTING PERSONS

**1**

**Banco Panamericano, Inc.**

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

**2**

(a)  (b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4**

WC

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

**5**

..

**6** CITIZENSHIP OR PLACE OF  
ORGANIZATION

South Dakota

SOLE VOTING POWER

7

-0-

NUMBER OF

SHARES SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY **416,239 shares**

EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON <sup>9</sup>

-0-

WITH

SHARED DISPOSITIVE POWER

10

**416,239 shares**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

**416,239 shares**

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

**2.43 %**

TYPE OF REPORTING PERSON\*

**14**

**CO**

CUSIP No. 09074M103 Page 4 of 14

**SCHEDULE 13D**

NAMES OF REPORTING PERSONS

**1**

**Leslie Jabine**

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

**2**

(a)  (b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4**

PF

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

**5**

..

**6** CITIZENSHIP OR PLACE OF  
ORGANIZATION

US

SOLE VOTING POWER

7

**25,000 shares**

NUMBER OF

SHARES SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY

EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON

9

**25,000 shares**

WITH

SHARED DISPOSITIVE POWER

10

**-0-**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

**25,000 shares**

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

**0.01%**

TYPE OF REPORTING PERSON\*

**14**

IN

CUSIP No. 09074M103 Page 5 of 14

**SCHEDULE 13D**

NAMES OF REPORTING PERSONS

**1**  
**Chip Greenblatt**

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

**2**  
(a)  (b)

**3**  
SEC USE ONLY

SOURCE OF FUNDS

**4**  
OO

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

**5**  
..

**6** CITIZENSHIP OR PLACE OF  
ORGANIZATION

U.S.

SOLE VOTING POWER

7

-0-

NUMBER OF

SHARES SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY **879,439 shares**

EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON <sup>9</sup>  
-0-

WITH

SHARED DISPOSITIVE POWER

10

**879,439 shares**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

**879,439 shares**

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

**5.14 %**

TYPE OF REPORTING PERSON\*

**14**

IN

CUSIP No. 09074M103 Page 6 of 14

**Item 1. Security and Issuer**

The securities covered by this Schedule 13D are shares of common stock, par value \$0.01 per share (the “Common Stock”), of Biostage, Inc., a Delaware corporation, (the “Issuer”). The Issuer’s principal executive offices are located at 84 October Hill Road, Suite 11, Holliston, MA 01746. For purposes of calculating the percentages of Common Stock owned, the Reporting Persons have assumed that there were 17,108,968 shares of Common Stock outstanding as of August 10, 2016 (as reported in the Issuer’s Form 10-Q as filed with the Securities and Exchange Commission on August 11, 2016).

**Item 2. Identity and Background**

(a), (b) The name and business address of each of the Reporting Persons is as follows:

(i) First Pecos LLC, a Texas limited liability company

330 South Wells St. #711

Chicago, IL 60606

(ii) Banco Panamericano, Inc., a South Dakota corporation

330 South Wells St. #718

Chicago, IL 60606

(iii) Leslie Jabine

330 South Wells St. #711

Chicago, IL 60606

(iv) Chip Greenblatt

330 South Wells St. #711

Chicago, IL 60606

Except for Mr. Greenblatt, each Reporting Person disclaims beneficial ownership of securities of the Issuer, other than those reported herein as being owned by such Reporting Person.

Mr. Greenblatt disclaims beneficial ownership of the securities of the Issuer held by the Reporting Persons, except to the extent of his pecuniary interest in the Reporting Persons, if any.

(c) Banco Panamericano, Inc. is a wholly owned subsidiary of First Pecos LLC, each of which are engaged in the business of acquiring, holding and disposing of investments in various companies. Mr. Greenblatt is the sole manager of First Pecos LLC and the sole director of Banco Panamericano, Inc. Ms. Jabine is a beneficial owner of First Pecos LLC. Mr. Greenblatt and Ms. Jabine are husband and wife and are investors.

(d) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

CUSIP No. 09074M103 Page 7 of 14

(f) Both of the individual Reporting Persons are U.S. citizens. The place of organization for each of the other Reporting Persons is set forth in (a) of this Item 2.

The Reporting Persons may be deemed to be members of a “group” for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934 (the “Act”). The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in Item 6 below.

The Reporting Persons have entered into a Joint Filing Agreement, dated as of September 8, 2016, a copy of which is attached hereto as Exhibit A to this Schedule 13D.

### **Item 3. Source and Amount of Funds or Other Consideration**

The shares of Common Stock acquired by the Reporting Persons were purchased in a series of open market transactions utilizing available funds. With respect to Ms. Jabine, a natural person, the shares of Common Stock were acquired with the personal funds of such Reporting Person. The shares of Common Stock held by First Pecos LLC, of which Chip Greenblatt is the sole manager, were acquired with funds held by First Pecos LLC for the general purpose of investing. The shares of Common Stock held by Banco Panamericano, Inc. of which Chip Greenblatt is the sole director, were acquired with funds held by Banco Panamericano, Inc. for the general purpose of investing.

### **Item 4. Purpose of Transaction.**

The Reporting Persons acquired the securities reported herein solely for investment purposes and not with a view of distribution under the Securities Act. The Reporting Persons do not have, as of the date of this Schedule 13D, any other plans or proposals that relate to or would result in any of the actions or events specified in clauses (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons reserve the right to dispose of all or a portion of their holdings of securities of the Issuer or to change their intention with respect to any or all of the matters referred to in this Item 4.

The Reporting Persons expect to independently evaluate on an ongoing basis the Issuer's financial condition and prospects and their interest in, and intentions with respect to, the Issuer and their investment in the securities of the Issuer, which review may be based on various factors, including whether various strategic transactions have occurred or may occur, the Issuer's business and financial condition, results of operations and prospects, general economic and industry conditions, the securities markets in general and those for the Issuer's securities in particular, as well as other developments and other investment opportunities. Each of the Reporting Persons reserves the right to change its intentions and develop plans or proposals at any time, as it deems appropriate. Each of the Reporting Persons may at any time and from time to time, in the open market, in privately negotiated transactions or otherwise, acquire additional securities of the Issuer, including Common Stock, dispose of all or a portion of the securities of the Issuer, including the Common Stock, that the Reporting Persons now own or may hereafter acquire, and/or enter into derivative transactions with institutional counterparties with respect to the Issuer's securities. In addition, the Reporting Persons may engage in discussions with management, members of the board of directors of the Issuer, shareholders of the Issuer and other relevant parties concerning the operations, management, composition of the Issuer's board of directors and management, ownership, capital structure, balance sheet management, strategy and future plans of the Issuer, including the possibility of proposing one of more acquisitions, business combinations, mergers, asset sales, asset purchases or other similar transactions involving the Issuer and other third parties.

CUSIP No. 09074M103 Page 8 of 14

**Item 5. Interest in Securities of the Issuer.**

(a) and (b) The Reporting Persons may be deemed to beneficially own, in the aggregate, 904,439 shares of Common Stock, representing approximately 5.3% of the Issuer's Common Stock outstanding. First Pecos LLC holds 463,200 shares of Common Stock or 2.71% of the outstanding Common Stock. Banco Panamericano, Inc. holds 416,239 shares of Common Stock or 2.43 % of the outstanding Common Stock. Chip Greenblatt is the sole manager of First Pecos LLC and the sole director of Banco Panamericano, Inc. Leslie Jabine holds 25,000 shares of Common Stock or 0.01% of the outstanding Common Stock.

(c) During the 60-day period preceding the filing of this Schedule 13D, the Reporting Persons identified below have purchased Shares in the open market as follows:

Name	Trade Date	Number of Shares Purchased	Avg. Price Per Share
Banco Panamericano, Inc.	07/20/16	1,861	\$ 1.10
Banco Panamericano, Inc.	07/21/16	9,772	1.10
Banco Panamericano, Inc.	07/22/16	8,367	1.10
Banco Panamericano, Inc.	07/25/16	5,000	1.08
Banco Panamericano, Inc.	07/26/16	12,800	1.07
Banco Panamericano, Inc.	07/27/16	5,000	1.08

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Banco Panamericano, Inc. 07/27/16	6,200	1.09
Banco Panamericano, Inc. 07/27/16	100	1.15
Banco Panamericano, Inc. 07/28/16	1,000	1.10
Banco Panamericano, Inc. 07/28/16	1,500	1.07
Banco Panamericano, Inc. 07/28/16	5,576	1.08
Banco Panamericano, Inc. 08/02/16	1,114	1.08
Banco Panamericano, Inc. 08/03/16	3,310	1.07
Banco Panamericano, Inc. 08/04/16	3,500	1.14
Banco Panamericano, Inc. 08/29/16	4,000	0.98
Banco Panamericano, Inc. 08/31/16	1,500	1.01

**CUSIP No. 09074M103** Page 9 of 14

Banco Panamericano, Inc. 07/29/169,739

Banco Panamericano, Inc. 08/01/163,359

Banco Panamericano, Inc. 08/02/162,623

Banco Panamericano, Inc. 08/02/165,000

Banco Panamericano, Inc. 08/03/164,018

Banco Panamericano, Inc. 08/03/165,000

Banco Panamericano, Inc. 08/04/165,000

Banco Panamericano, Inc. 08/04/161,003

Banco Panamericano, Inc. 08/08/163,997

Banco Panamericano, Inc. 08/09/165,000

Banco Panamericano, Inc. 08/09/16

Banco Panamericano, Inc. 08/09/16

Banco Panamericano, Inc. 08/10/16

Banco Panamericano, Inc. 08/10/16

Banco Panamericano, Inc. 08/11/16

Banco Panamericano, Inc. 08/11/16

Banco Panamericano, Inc. 08/11/16

Banco Panamericano, Inc. 08/12/16

Banco Panamericano, Inc, 08/15/16

Banco Panamericano, Inc. 08/17/16

Banco Panamericano, Inc. 08/18/16

Banco Panamericano, Inc. 08/18/16

Banco Panamericano, Inc. 08/18/16

Banco Panamericano, Inc. 08/18/16

Banco Panamericano, Inc. 08/19/16

Banco Panamericano, Inc. 08/19/16

Banco Panamericano, Inc. 08/19/16

Banco Panamericano, Inc. 08/19/16

Banco Panamericano, Inc. 08/22/16

Banco Panamericano, Inc. 08/23/16

Banco Panamericano, Inc. 08/24/16