

Cherevka Holli
Form 4
October 02, 2018

FORM 4

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

OMB APPROVAL

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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 *
Cherevka Holli

2. Issuer Name and Ticker or Trading Symbol
Ampio Pharmaceuticals, Inc.
[AMPE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

C/O AMPIO
PHARMACEUTICALS, INC., 373
INVERNESS PARKWAY, SUITE
200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | 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)

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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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------|---|-----------------|--------------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Employee Stock Option (Right to Buy) | \$ 4.72 | 10/01/2018 | | D ⁽¹⁾ | | | 45,000 | <u>(2)</u> | 04/02/2023 | Common Stock | 4 |
| Employee Stock Option (Right to Buy) | \$ 0.75 | 10/01/2018 | | A ⁽¹⁾ | | | 45,000 | <u>(2)</u> | 04/02/2023 | Common Stock | 4 |
| Employee Stock Option (Right to Buy) | \$ 3.43 | 10/01/2018 | | D ⁽¹⁾ | | | 30,000 | <u>(2)</u> | 10/06/2024 | Common Stock | 3 |
| Employee Stock Option (Right to Buy) | \$ 0.75 | 10/01/2018 | | A ⁽¹⁾ | | | 30,000 | <u>(2)</u> | 10/06/2024 | Common Stock | 3 |
| Employee Stock Option (Right to Buy) | \$ 1.03 | 10/01/2018 | | D ⁽¹⁾ | | | 170,000 | <u>(2)</u> | 07/15/2026 | Common Stock | 1 |
| Employee Stock Option (Right to Buy) | \$ 0.75 | 10/01/2018 | | A ⁽¹⁾ | | | 170,000 | <u>(2)</u> | 07/15/2026 | Common Stock | 1 |
| Employee Stock Option (Right to Buy) | \$ 4.16 | 10/01/2018 | | D ⁽¹⁾ | | | 35,000 | <u>(2)</u> | 01/14/2023 | Common Stock | 3 |
| Employee Stock Option (Right to Buy) | \$ 0.75 | 10/01/2018 | | A ⁽¹⁾ | | | 35,000 | <u>(2)</u> | 01/14/2023 | Common Stock | 3 |

| | | | | | | | | |
|--|---------|------------|------------------|-------|------------|------------|-----------------|--|
| Buy) | | | | | | | | |
| Employee Stock Option (Right to Buy) | \$ 8.62 | 10/01/2018 | D ⁽¹⁾ | 9,402 | <u>(2)</u> | 11/08/2023 | Common Stock | |
| Employee Stock Option (Right to Buy) | \$ 0.75 | 10/01/2018 | A ⁽¹⁾ | 9,402 | <u>(2)</u> | 11/08/2023 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cherevka Holli C/O AMPIO PHARMACEUTICALS, INC. 373 INVERNESS PARKWAY, SUITE 200 ENGLEWOOD, CO 80112 | | | Chief Operating Officer | |

Signatures

/s/ Holli
Cherevka
10/02/2018

**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) The transactions reported herein reflect a one-time stock option repricing (the "Option Repricing") that became effective on October 1, 2018 and are being reported in this manner solely to comply with the technical reporting requirements under Section 16(a) of the Securities Exchange Act of 1934. Pursuant to the Option Repricing, the exercise price of each "Relevant Option" has been amended to reduce such exercise price to \$0.75. There have been no other changes to the terms of the Relevant Options.
- (2) The stock options have vested and have become fully exercisable.

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.