

Lipman Matthew E.
Form 4
February 01, 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 *
Lipman Matthew E.

2. Issuer Name and Ticker or Trading Symbol
Capstone Therapeutics Corp. [CAPS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
122 E.42ND STREET SUITE 4305,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10168

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

(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 (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-------------------------------------|
| Common Stock, \$0.0005 par value ⁽¹⁾ | | | | (A) or (D) Price | 18,541,197 | I | By: BP Peptides, LLC ⁽²⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Filing Date | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|-------|----------------------------|
| Warrant (Right to Buy) ⁽¹⁾ | \$ 0.075 | 01/30/2018 | | J ⁽³⁾ | 1 | ⁽³⁾ 10/15/2025 | Common Stock, \$0.0005 par value | | | | |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lipman Matthew E. 122 E.42ND STREET SUITE 4305 NEW YORK, NY 10168 | X | X | | |
| BP Peptides, LLC 122 EAST 42ND STREET SUITE 4305 NEW YORK, NY 10168 | X | X | | |

Signatures

By: /s/ Matthew E. Lipman 02/01/2018
**Signature of Reporting Person Date

By: BP Peptides, LLC, By: /s/ Matthew E. Lipman, Manager and President 02/01/2018
**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).

This Form 4 is filed jointly by BP Peptides, LLC ("BP Peptides") and Matthew E. Lipman (collectively, the "Reporting Persons"). Mr.

(1) Lipman is a director of the Issuer. BP Peptides may be deemed to be a director by deputization by virtue of the fact that Mr. Lipman, the Manager and President of BP Peptides, is a director of the Issuer.

(2) Represents securities owned directly by BP Peptides. As the Manager and President of BP Peptides, Mr. Lipman may be deemed to beneficially own the securities owned directly by BP Peptides. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

(3) The Warrant was issued by the Issuer to BP Peptides in consideration of BP Peptides' agreement to defer all accrued but unpaid interest due under its loan to the Issuer until October 15, 2020 (the "Maturity Date"). The Warrant vests quarterly in accordance with Schedule 1

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thereto and will be fully vested on the Maturity Date; provided, however, that in the event of a Deferred Interest Repayment (as defined in the Warrant), then all vesting shall immediately terminate and lapse as to any Warrant shares that have not yet vested and none of such Warrant shares shall become vested. In no event may the Warrant be exercised if and to the extent that such exercise would be inconsistent with or constitute a violation of the Issuer's Tax Benefit Preservation Plan.

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.