INTERLEUKIN GENETICS INC

Form 4

August 02, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

MOTT DAVID M

(First)

2. Issuer Name and Ticker or Trading

Symbol

INTERLEUKIN GENETICS INC

[ILIU]

07/29/2016

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

Director Officer (give title X__ 10% Owner Other (specify

1954 GREENSPRING DRIVE, SUITE 600

> (Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X 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

Issuer

below)

TIMONIUM, MD 21093

(State) 2. Transaction Date 2A. Deemed (Month/Day/Year)

4. Securities Acquired (A) or 3. Execution Date, if TransactionDisposed of (D)

Code (Instr. 3, 4 and 5) (Instr. 8)

Code V

5. Amount of Securities Beneficially Owned

Ownership Form: Direct (D) or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Amount

Reported (A) or Price (D)

Transaction(s) (Instr. 4)

(Instr. 3 and 4)

Following

Common 07/29/2016 Stock

P 20,120,724

(Month/Day/Year)

0.0994

55,418,811

See Note 1 (1)

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 or Derivative Securities Acquire (A) or Disposed or (D) (Instr. 3, 4, and 5)	ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (I		Date Exercisable	Expiration Date	Title	Amo Num Shar
Common Stock Warrant (right to	\$ 0.0994	07/29/2016		P	20,120,724		07/29/2016	07/29/2023	Common Stock	20,

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
MOTT DAVID M 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X					

Signatures

/s/ Sasha Keough, attorney-in-fact 08/02/2016

**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 Reporting Person is a Director of NEA 14 GP, LTD, which is the sole general partner of NEA Partners 14, L.P. ("NEA Partners 14"). NEA Partners 14 is the sole general partner of New Enterprise Associates 14, L.P. ("NEA 14"). NEA 14 is the sole member of Growth

(1) Equity Opportunities Fund III, LLC ("GEO"), the direct beneficial owner of the Shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the Shares held by GEO, except to the extent of his pecuniary interest therein.

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.

Reporting Owners 2