

POLARITYTE, INC.
Form 4
April 07, 2017

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 *
Lough Denver

(Last) (First) (Middle)

C/O POLARITYTE, INC., 4041-T
HADLEY ROAD

(Street)

SOUTH PLAINFIELD, NJ 07080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
POLARITYTE, INC. [COOL]

3. Date of Earliest Transaction
(Month/Day/Year)
04/05/2017

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)
CEO and CSO

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 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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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series E Convertible Preferred Stock	(1)	04/05/2017	J(1)	7,050					04/05/2017	(1)	Common Stock	7,050,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lough Denver C/O POLARITYTE, INC. 4041-T HADLEY ROAD SOUTH PLAINFIELD, NJ 07080	X		CEO and CSO	

Signatures

/s/ Denver
Lough
04/06/2017
Date

**Signature of
Reporting Person

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) On April 5, 2017, the Issuer closed the transactions contemplated under the Agreement and Plan of Reorganization dated as of December 1, 2016, as amended on December 16, 2016 (the transactions contemplated thereby, the "Merger"). In connection with the closing of the Merger, on April 5, 2017, the Issuer issued Dr. Denver Lough 7,050 shares of Series E Convertible Preferred Stock (the "Series E Shares") which are convertible into an aggregate of 7,050,000 shares of the Issuer's common stock. The Series E Shares are convertible into shares of common stock based on a conversion calculation equal to the stated value of such Series E Shares, plus all accrued and unpaid dividends, if any as of such date of determination, divided by the conversion price. The stated value of each Series E Share is \$1,000 and the initial conversion price is \$1.00 per share, each subject to adjustment. There is no expiration date with respect to the Series E Shares or conversion thereof.

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.