

POSITRON CORP
Form 5
July 27, 2015

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
O BRATE CECIL

(Last) (First) (Middle)

3118 N. CUMMINGS ROAD, P.O. BOX 399

(Street)

GARDEN CITY, KS 67846

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
POSITRON CORP [POSC.OB]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Amount Price | | |
| Common Stock | 07/01/2014 | Â | P4 | 1,250 (1) A | \$ 1.92 (1) | 2,087,848 (1) D | Â |
| Common Stock | 07/01/2014 | Â | P4 | 225 (1) A | \$ 1.88 (1) | 2,088,073 (1) D | Â |
| Common Stock | 08/05/2014 | Â | P4 | 5,000 (1) A | \$ 2.08 (1) | 2,093,073 (1) D | Â |

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| | | | | | | | | | |
|--------------|------------|---|----|----------------------------|---|------------------------|--------------------------|---|---|
| Common Stock | 08/06/2014 | Â | S4 | 250 ⁽¹⁾ | D | \$ 1.92 ₍₁₎ | 2,092,823 ₍₁₎ | D | Â |
| Common Stock | 08/11/2014 | Â | P | 833,333 _{(1) (2)} | A | \$ 1.32 ₍₁₎ | 2,926,156 ₍₁₎ | D | Â |
| Common Stock | 08/25/2014 | Â | P4 | 208 ⁽¹⁾ | A | \$ 1.68 ₍₁₎ | 2,926,364 ₍₁₎ | D | Â |
| Common Stock | 10/14/2014 | Â | P4 | 500 ⁽¹⁾ | A | \$ 1 ₍₁₎ | 2,926,864 ₍₁₎ | D | Â |
| Common Stock | 10/21/2014 | Â | P4 | 961 ⁽¹⁾ | A | \$ 0.8 ₍₁₎ | 2,927,825 ₍₁₎ | D | Â |
| Common Stock | 10/21/2014 | Â | P4 | 411 ⁽¹⁾ | A | \$ 0.92 ₍₁₎ | 2,928,236 ₍₁₎ | D | Â |
| Common Stock | 10/21/2014 | Â | P4 | 839 ⁽¹⁾ | A | \$ 0.96 ₍₁₎ | 2,929,075 ₍₁₎ | D | Â |

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.

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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 (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. Price of Derivative Security (Instr. 5) | 9. of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|---------|-------|
| Director | 10% Owner | Officer | Other |
| Â | Â X | Â | Â |

O BRATE CECIL
3118 N. CUMMINGS ROAD, P.O. BOX 399
GARDEN CITY, KS 67846

Signatures

/s/ Cecil O'Brate

07/27/2015

**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 number of shares and prices listed in Items 4 and 5 refer to the current number of shares and prices after a reverse split of the issuer's common stock, par value \$0.0001 per share, on a 1 for 400 basis, which was made effective on April 8, 2015 (the "Reverse Stock Split"). This Form 5 is intended to correct errors to previously filed reports and to disclose all omitted open market transactions.

(2) These shares were originally reported on a Form 4 filed March 31, 2015 with an incorrect transaction date of August 27, 2014. The reporting person acquired the shares through a private purchase from the issuer on August 11, 2014. This transaction was previously reported as covering 333,333,333 shares at a price of \$0.003 per share but has been adjusted to reflect the Reverse Stock Split.

^

Remarks:

Form 3 of 3

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