

Leuthner Brian A
Form 4
March 18, 2019

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 *
Leuthner Brian A

(Last) (First) (Middle)

300 CONNELL DRIVE,, SUITE 4000

(Street)

BERKELEY HEIGHTS, NJ 07922

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Edge Therapeutics, Inc. [EDGE]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2019

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)

President and CEO

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/15/2019 | | M ⁽¹⁾ | | 169,032 | A | \$ 0 |
| Common Stock | | | | | 239,268 | D | |
| Common Stock | | | | | 8,493.85 | I | 401(K) Plan ⁽²⁾ |
| Common Stock | | | | | 162,000 | I | By Spouse ⁽³⁾ |
| Common Stock | | | | | 223,622 | I | By Trust ⁽⁴⁾ |

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 (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (5) | 03/15/2019 | | M ⁽¹⁾ | 169,032 | (6) | (7) | Common Stock | 169,032 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Leuthner Brian A 300 CONNELL DRIVE, SUITE 4000 BERKELEY HEIGHTS, NJ 07922 | X | | President and CEO | |

Signatures

/s/ Andrew Saik,
attorney-in-fact

03/18/2019

**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) Vesting of RSUs granted to the Reporting Person on August 14, 2018.
- (2) Reflects periodic contributions to the issuer's common stock fund in the issuer's 401(K) Plan as of December 28, 2018. This amendment is being filed to include these shares of the issuer's common stock that were omitted in the prior report.
- (3) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed as an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed as an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (5) Each restricted stock unit represents a contingent right to receive one share of Edge common stock upon the vesting of such unit.
- (6) These restricted stock units shall become exercisable upon the achievement of certain performance or time based criteria.

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- (7) Expiration date is not applicable as the vested restricted stock units shall be settled on the first business day following the date that such restricted stock units vest.

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.