

SANUWAVE Health, Inc.

Form 4

September 30, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Nemelka John Fritzen

(Last) (First) (Middle)

1017 NORTH 1010 WEST

(Street)

OREM, UT 84057

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SANUWAVE Health, Inc. [SNWV]

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

10/01/2015

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 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)
Common Stock, \$0.001 par value				(A) or (D)	552	D	
Common Stock, \$0.001 par value				(A) or (D)	0	I	See Footnote (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**

SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Options	\$ 0.11	10/01/2015		A		150,795		<u>(2)</u>	10/01/2025	Common Stock, \$0.001 par value	150,795
Options	\$ 0.5	10/01/2015		A		99,205		<u>(3)</u>	10/01/2025	Common Stock, \$0.001 par value	99,205
Options	\$ 0.5	03/31/2016		D			99,205	<u>(4)</u>	10/01/2025	Common Stock, \$0.001 par value	99,205
Options	\$ 0.06	03/31/2016		A		99,205		<u>(4)</u>	10/01/2025	Common Stock, \$0.001 par value	99,205
Options	\$ 0.04	06/16/2016		A		200,000		<u>(5)</u>	06/15/2026	Common Stock, \$0.001 par value	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nemelka John Fritzen 1017 NORTH 1010 WEST OREM, UT 84057	X			

Signatures

/s/ John F.
Nemelka
09/30/2016
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).

John F. Nemelka is a Director of SANUWAVE Health, Inc. and is also the Managing Principal of NightWatch Capital Management, LLC,
(1) which is the general partner of NightWatch Capital Partners II, L.P. ("NWCP II"). The shares of SANUWAVE Health, Inc. that were held by NWCP II were distributed to the partners on June 16, 2016.
(2) This option for 150,795 shares fully vested on October 1, 2015.
(3) This option for 99,205 shares fully vested on October 1, 2015.
(4) This option for 99,205 shares had an adjustment to the exercise price from \$0.50 to \$0.06 per section 4 of the stock option agreement and SEC Registration File No. 333-208676.
(5) This option for 200,000 shares fully vested on June 16, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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