#### Edgar Filing: 180 DEGREE CAPITAL CORP. /NY/ - Form 3

180 DEGREE CAPITAL CORP. /NY/

Form 3

November 14, 2017

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement THESTREET, INC. [TST]  **180 DEGREE CAPITAL** (Month/Day/Year) 11/10/2017 CORP. /NY/ (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 7 N. WILLOW (Check all applicable) STREET. SUITE 4B (Street) 6. Individual or Joint/Group \_X\_ 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting Person MONTCLAIR. NJÂ 07042 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock, par value \$0.01 per share 4,636,363 (1) D Common Stock, par value \$0.01 per share  $3,500,000^{(2)}$ Ι See footnote (3) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

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

currently valid OMB control number.

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 4. 6. Nature of Indirect (Instr. 4) **Expiration Date** Securities Underlying Conversion Beneficial Ownership Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	(4)	(4)	Common Stock, par value \$0.01 per share	32,189 (5)	\$ <u>(6)</u>	I	See footnote (5)

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

180 DEGREE CAPITAL CORP. /NY/
7 N. WILLOW STREET
SUITE 4B

MONTCLAIR, NJÂ 07042

## **Signatures**

/s/ Daniel B. Wolfe, President

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- 3,636,363 of these shares were purchased on November 10, 2017, in a private placement pursuant to a Securities Purchase Agreement between 180 Degree Capital Corp. ("180"), TheStreet SPV Series a series of 180 Degree Capital Management, LLC ("TST SPV") and TheStreet, Inc. ("TST"). The remaining 1,000,000 shares were purchased by 180 in open market transactions through April to June 2017, prior to 180 becoming a Reporting Person.
- (2) These shares were purchased on November 10, 2017, in a private placement pursuant to a Securities Purchase Agreement between 180, TST SPV and TST.
- (3) Beneficially owned by TST SPV. 180 is the Investment Manager and Managing Member of TST SPV. 180 disclaims beneficial ownership of these shares.
- (4) The RSUs will vest on the date of the 2018 annual meeting of stockholders, subject to continued service through the applicable vesting date
- (5) Granted to Kevin M. Rendino for service on TST's Board of Directors. Mr. Rendino entered into an assignment and assumption agreement with 180 that assigns all economic and beneficial interest in these securities to 180.
- (6) Each restricted stock unit represents a contingent right to receive one share of Common Stock.

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.

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