

UROPLASTY INC  
Form 4  
January 30, 2014

**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 \*  
**HOLMAN SUSAN HARTJES**

(Last) (First) (Middle)

**UROPLASTY, INC, 5420 FELTL ROAD**

(Street)

**MINNETONKA, MN 55343**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**UROPLASTY INC [UPI]**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/29/2014**

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)  
**Sr VP Operations & Regulatory**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| common stock                    | 01/29/2014                           |  | A                              | 12,500  | A \$ 2.65   | 325,180 <sup>(1)</sup><br><u>(2) (3)</u>                 | D                                 |
| common stock                    | 01/29/2014                           |  | A                              | 40,000  | A \$ 0.85   | 365,180 <sup>(1)</sup><br><u>(2) (3)</u>                 | D                                 |
| common stock                    | 01/29/2014                           |  | S                              | 52,500  | D \$ 4.5917<br><u>(6)</u>   | 312,680 <sup>(1)</sup><br><u>(2) (3)</u>                 | D                                 |

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)

displays a currently valid OMB control number.

**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 Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        |
| non-qualified stock options                | \$ 5.19  |                                      |  |                                |   | 02/02/2006   | 01/01/2015  | common stock |
| non-qualified stock options                | \$ 2.65  | 01/29/2014                           |  | M                              | 12,500  | 02/02/2008 <sup>(4)</sup>                                | 02/01/2014  | common stock |
| non-qualified stock options                | \$ 0.85  | 01/29/2014                           |  | M                              | 40,000  | 06/05/2009 <sup>(4)</sup>                                | 06/04/2014  | common stock |
| non-qualified stock options                | \$ 4.94  |                                      |  |                                |   | 06/08/2011 <sup>(5)</sup>                                | 06/07/2017  | common stock |
| non-qualified stock option                 | \$ 7.98  |                                      |  |                                |   | 06/07/2012 <sup>(5)</sup>                                | 06/06/2018  | common stock |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                     |       |
|---|---------------|-----------|-------------------------------------|-------|
|   | Director      | 10% Owner | Officer                             | Other |
| HOLMAN SUSAN HARTJES<br>UROPLASTY, INC<br>5420 FELTL ROAD<br>MINNETONKA, MN 55343 |               |           | Sr VP<br>Operations &<br>Regulatory |       |

## Signatures

Larry E. Bakeman 01/30/2014

\*\*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) Includes 1,275 shares of restricted stock subject to risk of forfeiture that will lapse June 8, 2014.

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- (2) Includes 1,575 shares of restricted stock subject to risk of forfeiture that will lapse with respect to one half of such shares on June 7, 2014 and June 7, 2015 respectively.
  - (3) Includes 9,825 shares of restricted stock subject to risk of forfeiture that lapses with respect to one third of such shares on each of the second, third and fourth anniversaries of the grant date (June 7, 2012).
  - (4) Becomes exercisable with respect to one-third of the shares on such date, and an additional, cumulative one-third on the first and second anniversary of such date.
  - (5) Becomes exercisable with respect to one-third of the shares on the first, second and third anniversaries of the grant date (the grant date being one year prior to such date).
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.18 to \$4.821 per share, inclusive. The reporting person undertakes to provide to Uroplasty, Inc., any security holder of Uroplasty, Inc, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (6).
- (6)

### Remarks:

Signature is on behalf of Susan Hartjes Holman

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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