

TYNDALL CAPITAL PARTNERS L P

Form 4

February 12, 2018

FORM 4

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

OMB APPROVAL

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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 *
TYNDALL CAPITAL PARTNERS
L P

2. Issuer Name and Ticker or Trading Symbol
Onconova Therapeutics, Inc.
[ONTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
405 PARK AVENUE, SUITE 1104
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2018

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 02/08/2018 | | P | V 1,100,000 A | \$ 1.01 2,097,022 | I | See Note (1) |

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)

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| 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) | Amount of Underlying Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------------|
| Series A Convertible Preferred Stock Purchase Warrant | \$ 1.01 ⁽²⁾ | 02/08/2018 | | P | 1,100,000 | 02/08/2018 ⁽³⁾ | Series A Preferred Stock | 110,000 ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TYNDALL CAPITAL PARTNERS L P 405 PARK AVENUE SUITE 1104 NEW YORK, NY 10022 | | | X | |

Signatures

/s/ Jeffery S. Halis, Manager of Jeffrey Management, LLC, General Partner of Tyndall Capital Partners, L.P. 02/12/2018

__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) Tyndall Capital Partners, L.P. ("Tyndall Capital") is the general partner of Tyndall Partners, L.P. ("Tyndall"), and possesses the sole power to vote and the sole power to direct the disposition of all securities held by Tyndall. Tyndall Capital's interest in the securities reported herein is limited to the extent of its pecuniary interest in such securities, if any.

(2) Each warrant ("Warrant") is exercisable into 0.1 share of Series A Convertible Preferred Stock, par value \$0.01 per share ("Preferred Stock") at an exercise price of \$1.01 per 0.1 share of Preferred Stock. Each 0.1 share of Preferred Stock will be convertible into one share of common stock, par value \$0.01 per share (the "Common Stock"). The Company does not currently have a sufficient number of authorized shares of Common Stock to cover the shares issuable upon the conversion of Series A Preferred Stock. As a result, before any shares of Preferred Stock can be converted, the Issuer must obtain stockholder approval of an amendment (the "Charter Amendment") to its Tenth Amended and Restated Certificate of Incorporation, as amended, to sufficiently increase its authorized shares of Common Stock to cover the conversion of all outstanding shares of Preferred Stock into Common Stock.

(3) The Warrants are exercisable immediately and will expire on the later of (i) the one-year anniversary of the date (the "Charter Amendment Date") on which Issuer publicly announces through the filing of a Current Report on Form 8-K that the amendment to their certificate of incorporation to sufficiently increase their authorized shares of Common Stock to cover the conversion of all outstanding shares of Series A Preferred Stock into Common Stock has been filed with the Secretary of State of the State of Delaware and (ii) the earlier of (A) the one-month anniversary of the date on which Issuer publicly releases their top-line results of the INSPIRE Pivotal phase 3 that compare the overall survival (OS) of patients in the rigosertib group vs the Physician's Choice group, in all patients and in a subgroup of patients with IPSS-R very high risk and (B) December 31, 2019.

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(4) 1,100,000 Units purchased for \$1.01 per Unit. Each Unit consists of one share of Common Stock and one Warrant.

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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