

22nd Century Group, Inc.

Form 4

April 02, 2014

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 *
SICIGNANO HENRY III

(Last) (First) (Middle)

9530 MAIN STREET

(Street)

CLARENCE, NY 14031

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
22nd Century Group, Inc. [XXII]

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2014

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)

President and Secretary

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				(A) or (D)	2,292,603	D	
Common Stock				Code V Amount (D) Price	15,000	I	Custodian for Minor Children
Common Stock					20,000	I	IRA
Common Stock					2,542,347	I	Manager ⁽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)

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 Number Shares
Warrant to Purchase	\$ 2.2029							01/25/2011	01/25/2016	Common Stock	94,733
Warrant to Purchase	\$ 1.2018	03/31/2014		<u>J(2)</u>		10,831		01/25/2011	01/25/2016	Common Stock	9,025
Warrant to Purchase	\$ 2.2029	03/31/2014		<u>J(2)</u>		582,818		01/25/2011	01/25/2016	Common Stock	485,680
Warrant to Purchase	\$ 0.6							05/15/2012	05/15/2017	Common Stock	20,000
Warrant to Purchase	\$ 0.6							11/09/2012	11/09/2017	Common Stock	300,000
Stock Option (right to buy)	\$ 0.69							05/18/2012	05/18/2022	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SICIGNANO HENRY III 9530 MAIN STREET CLARENCE, NY 14031	X President and Secretary

Signatures

s/ Thomas L. James, Attorney-in-Fact for Henry
Sicignano, III

04/02/2014

__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) Shares are owned by Henry Sicignano III Group, LLC.
- (2) The warrants were distributed by a Limited Liability Company in which Mr. Sicignano maintains an interest. The warrants were distributed pro-rata to the Limited Liability Company members in accordance with their respective membership interests.

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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