

VERMILLION, INC.
Form 4
March 23, 2015

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 *
Schuler Henri George

(Last) (First) (Middle)
28161 NORTH KEITH DRIVE
(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VERMILLION, INC. [VRML]

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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, par value \$0.001 per share	09/30/2013		S	(A) or (D) 10,369 (8)	\$ 2.597 37,131	I	By spouse (7)
Common Stock, par value \$0.001 per share	10/02/2013		S	(A) or (D) 7,131 (8)	\$ 2.5414 30,000	I	By spouse (7)
Common Stock, par	11/04/2013		P	(A) or (D) 11,886	\$ 2.4236 41,886	I	By spouse (7)

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value \$0.001 per share Common Stock, par value	11/05/2013	P	500	A	\$ 2.4418	42,386	I	By spouse <u>(7)</u>
\$0.001 per share Common Stock, par value	11/06/2013	P	741	A	\$ 2.5458	43,127	I	By spouse <u>(7)</u>
\$0.001 per share Common Stock, par value	11/07/2013	P	4,373	A	\$ 2.4786	47,500	I	By spouse <u>(7)</u>
\$0.001 per share Common Stock, par value	11/14/2013	P	2,500	A	\$ 2.6832	50,000	I	By spouse <u>(7)</u>
\$0.001 per share Common Stock, par value	11/15/2013	P	5,000	A	\$ 2.461	43,500	I	By Seascape Partners L.P. <u>(1) (7)</u>
\$0.001 per share Common Stock, par value	11/18/2013	P	5,000	A	\$ 2.47	48,500	I	By Seascape Partners L.P. <u>(1) (7)</u>
\$0.001 per share Common Stock, par value	12/06/2013	G	12,000	D	\$ 2.3766	38,000	I	Gifted by spouse to adult daughter <u>(7)</u>
\$0.001 per share Common Stock, par value	12/06/2013	G	12,000	D	\$ 2.3766	26,000	I	Gifted by spouse to adult son <u>(7)</u>
Common Stock, par value	12/13/2013	P	20,000	A	\$ 2.034	68,500	I	By Seascape Partners L.P. <u>(1) (7)</u>

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\$0.001 per share Common Stock, par value	12/17/2013	P	10,000	A	\$ 2.151	78,500	I	By Seascape Partners L.P. <u>(1) (7)</u>
\$0.001 per share Common Stock, par value	12/31/2013	P	10,000	A	\$ 2.4084 <u>(9)</u>	88,500	I	By Seascape Partners L.P. <u>(1) (7)</u>
\$0.001 per share Common Stock, par value	12/22/2014	P	46,158	A	\$ 1.513 <u>(10)</u>	134,658	I	By Seascape Partners L.P. <u>(1) (7)</u>
\$0.001 per share Common Stock, par value	12/23/2014	P	6,646	A	\$ 1.549	141,304	I	By Seascape Partners L.P. <u>(1) (7)</u>
\$0.001 per share Common Stock, par value						1,787,536	I	By Tino Hans Schuler Trust <u>(2) (7)</u>
\$0.001 per share Common Stock, par value						1,787,536	I	By Tanya Eve Schuler Trust <u>(3) (7)</u>
\$0.001 per share Common Stock, par value						1,787,536	I	By Therese Heidi Schuler Trust <u>(4) (7)</u>
\$0.001 per share Common Stock, par value						188,888	I	By Schuler GC 2010 Continuation Trust <u>(5) (7)</u>
\$0.001 per share Common Stock, par value						188,888	I	By Schuler Grandchildren LLC <u>(6) (7)</u>

per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Warrant to Acquire Common Stock	\$ 2					06/23/2015 12/23/2017	Common Stock, par value \$0.001 per share	571,702
Warrant to Acquire Common Stock	\$ 2					06/23/2015 12/23/2017	Common Stock, par value \$0.001 per share	571,702
Warrant to Acquire Common Stock	\$ 2					06/23/2015 12/23/2017	Common Stock, par value \$0.001 per share	571,702
Warrant to Acquire Common Stock	\$ 2					06/23/2015 12/23/2017	Common Stock, par value \$0.001 per share	113,332
Warrant to Acquire Common Stock	\$ 2					06/23/2015 12/23/2017	Common Stock, par value \$0.001 per share	113,332

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schuler Henri George 28161 NORTH KEITH DRIVE LAKE FOREST, IL 60045			X	

Signatures

/s/ H. George
Schuler

03/23/2015

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) These shares of Common Stock are directly owned by Seascope Partners L.P., a family limited partnership. H. George Schuler is the manager of Seascope Partners L.P.
- (2) These shares of Common Stock and Warrants to acquire Common Stock are directly owned by the Tino Hans Schuler Trust. H. George Schuler is the sole trustee of the Tino Hans Schuler Trust.
- (3) These shares of Common Stock and Warrants to acquire Common Stock are directly owned by the Tanya Eve Schuler Trust. H. George Schuler is the sole trustee of the Tanya Eve Schuler Trust.
- (4) These shares of Common Stock and Warrants to acquire Common Stock are directly owned by the Therese Heidi Schuler Trust. H. George Schuler is the sole trustee of the Therese Heidi Schuler Trust.
- (5) These shares of Common Stock and Warrants to acquire Common Stock are directly owned by the Schuler GC 2010 Continuation Trust. H. George Schuler is the sole trustee of the Schuler GC 2010 Continuation Trust.
- (6) These shares of Common Stock and Warrants to acquire Common Stock are directly owned by the Schuler Grandchildren LLC. H. George Schuler is the manager of the Schuler Grandchildren LLC.
- (7) The reporting person disclaims beneficial ownership of the shares of Common Stock and Warrants to acquire Common Stock except to the extent of his pecuniary interest therein.
- (8) The reporting person understands that these sales reported herein, which total to 17,500 shares, are matchable under Section 16(b) of the Securities Exchange Act of 1934 against the purchases reported herein, to the extent the purchases equate to the 17,500 shares sold. The reporting person has disgorged to the Issuer the full amount of profits realized in connection with the short-swing transactions, to the extent of his pecuniary interest therein.
- (9) This price reflects the weighted average purchase price for open-market purchases of shares made by the reporting person on December 31, 2013, within a \$1.00 range. The actual prices for these transactions range from \$2.403 to \$2.41, inclusive. The reporting person further undertake to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- (10) This price reflects the weighted average purchase price for open-market purchases of shares made by the reporting person on December 22, 2014, within a \$1.00 range. The actual prices for these transactions range from \$1.50 to \$1.52, inclusive. The reporting person further undertake to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

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.