

TYNDALL CAPITAL PARTNERS L P

Form 4

February 12, 2018

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

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(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 ____X____ 10% Owner
____ Officer (give title below) ____ 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)
X 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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/08/2018		P		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.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock Purchase Warrant	\$ 1.01 <u>(2)</u>	02/08/2018		P		1,100,000		02/08/2018	<u>(3)</u>	Series A Preferred Stock	110,000 <u>(2)</u>

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.

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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