

FERNANDEZ FERNANDO L
 Form 4
 September 26, 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 *
 FERNANDEZ FERNANDO L

(Last) (First) (Middle)

C/O BIOCARDIA, INC., 125
 SHOREWAY ROAD, SUITE B

(Street)

SAN CARLOS, CA 94070

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BioCardia, Inc. [BCDA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/13/2018

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)

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 | | |
| | | | | Code | V | Amount | |
| Common Stock | 01/13/2018 | | M ⁽¹⁾ | 5,111 A | \$ 0 | 5,111 ⁽⁶⁾ | D |
| Common Stock | 06/15/2018 | | M ⁽²⁾ | 9,166 A | \$ 0 | 14,277 ⁽⁷⁾ | D |

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 or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 01/13/2018 | | M | 5,111 | <u>(8)</u> <u>(8)</u> | Common Stock 10,222 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 06/15/2018 | | M | 9,166 | <u>(9)</u> <u>(9)</u> | Common Stock 0 |
| Restricted Stock Units | \$ 0 ⁽⁵⁾ | 07/26/2018 | | A | 32,353 | <u>(10)</u> <u>(10)</u> | Common Stock 32,353 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FERNANDEZ FERNANDO L C/O BIOCARDIA, INC. 125 SHOREWAY ROAD, SUITE B SAN CARLOS, CA 94070 | | X | | |

Signatures

/s/ David McClung, by power of attorney 09/26/2018

**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) Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On January 13, 2017, the reporting person was granted 184,000 RSUs (15,333 after the 12-to-1 reverse split effective November 2, 2017) that were previously reported on Table II of Form 4, which form was filed with the Securities and Exchange Commission (the "SEC") on January 18, 2017.

(2) Represents the conversion upon vesting of RSUs into common stock. On June 15, 2017, the reporting person was granted 110,000 RSUs (9,166 after the 12-to-1 reverse split effective November 2, 2017) that were previously reported on Table II of Form 4, which form was filed with the SEC on August 25, 2017.

(3) Each RSU is the economic equivalent of one share of BioCardia, Inc. common stock. The closing price of BCDA on January 12, 2018 was \$2.95 per share.

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- (4) Each RSU is the economic equivalent of one share of BioCardia, Inc. common stock. The closing price of BCDA on June 15, 2018 was \$1.40 per share.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (6) The converted RSU corresponds to a 1:1 common stock issuance.
- (7) The converted RSU corresponds to a 1:1 common stock issuance.
- (8) On January 13, 2017, the reporting person was granted 184,000 RSUs (15,333 after the 12-to-1 reverse split effective November 2, 2017), of which 5,111 vested on January 13, 2018. The common stock into which such vested RSUs converted on January 13, 2018 is reported on Table I of this Form 4. The remaining RSUs will continue to vest on the second and third one-year anniversary of the grant date, subject to the Reporting Person continuing as a service provider through each such date.
- (9) On June 15, 2017, the reporting person was granted 110,000 RSUs (9,166 after the 12-to-1 reverse split effective November 2, 2017), which vested on June 15, 2018. The common stock into which such vested RSUs converted on June 15, 2018 is reported on Table I of this Form 4.
- (10) The restricted stock units vest as to one hundred percent of the shares on July 26, 2019, subject to the Reporting Person continuing as a service provider through such date. Vested shares will be delivered to the Reporting Person on July 26, 2019.

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.