

STERTZER SIMON H
Form 4/A
December 27, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2019
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STERTZER SIMON H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/24/2018

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/27/2018

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN CARLOS, CA 94070

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	12/24/2018		P	1,666,666 (1) A \$ 0.75	4,283,275	I	See footnote (2)
Common stock	12/24/2018		P	1,666,666 (1) A \$ 0.75	2,076,346	I	See footnote (3)
Common Stock					6,000	D	
Common Stock					104,910	I	See footnote (4)

Common Stock	448,895	I	See footnote (5)
--------------	---------	---	------------------

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 number. SEC 1474 (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
Warrant (right to buy)	\$ 0.75	12/24/2018		P	833,333 (1)	12/24/2018	12/24/2023	Common Stock			833,333
Warrant (right to buy)	\$ 0.75	12/24/2018		P	833,333 (1)	12/24/2018	12/24/2023	Common Stock			833,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STERTZER SIMON H C/O BIOCARDIA, INC. 125 SHOREWAY ROAD, SUITE B SAN CARLOS, CA 94070	X	X		

Signatures

/s/ David McClung, by power of attorney
12/27/2018

**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)

Edgar Filing: STERTZER SIMON H - Form 4/A

On December 24, 2018, the Issuer entered into a Securities Purchase Agreement with certain investors whereby the Stertzer Family Trust and Windrock Enterprises L.L.C. each purchased 1,666,666 shares of Common Stock of the Issuer and a warrant to purchase 833,333 shares of Common Stock of the Issuer with an exercise price of \$0.75 per share.

- (2) These securities are held by the Stertzer Family Trust, of which the Reporting Person and his spouse are co-trustees.
- (3) These securities are held by Windrock Enterprises L.L.C., of which the Reporting Person and his spouse are the sole members and managers.
- (4) These shares are held by the Stertzer Gamma Trust, of which the Reporting Person is the grantor.
- (5) These shares are held by Stertzer Holdings LLC, and the Reporting Person may be deemed to have beneficial ownership of such shares.

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.