CorMedix Inc.
Form 4
May 26, 2016

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Duffy Matthew

(Last) (First) (Middle)

C/O CORMEDIX INC., 745 ROUTE 202-206, SUITE 303

(Street)

BRIDGEWATER, NJ 08807

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CorMedix Inc. [CRMD]

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $0.001 par value per share	05/24/2016		X		21,454 (1)	A	$ 0.4	74,677	D	

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

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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)

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 Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Stock Option (right to buy)	$ 2.02							(2)	01/09/2024	Common Stock, $0.001 par value per share	150,
Stock Option (right to buy)	$ 2.02							(3)	01/09/2024	Common Stock, $0.001 par value per share	30,0
Stock Option (right to buy)	$ 0.9							(4)	03/20/2023	Common Stock, $0.001 par value per share	100,
Stock Option (right to buy)	$ 0.68							(5)	12/05/2022	Common Stock, $0.001 par value per share	125,
Warrant (right to purchase Common Stock)	$ 0.4	05/24/2016		X			25,000	11/13/2012	11/13/2017	Common Stock, $0.001 par value per share	25,0
Stock Option (right to buy)	$ 0.29							(3)	01/06/2022	Common Stock, $0.001 par value per share	5,0
Stock Option (right to buy)	$ 0.28							(7)	11/21/2021	Common Stock, $0.001 par value per share	15,0
	$ 5.62							(3)	03/01/2025		50,0

Stock Option (right to buy)								Common Stock, $0.001 par value per share	
Phantom Stock	$ 0 (8)					(8)	(8)	Common Stock, $0.001 par value per share	59
Stock Option (right to buy)	$ 1.91					(3)	02/21/2026	Common Stock, $0.001 par value per share	75,0
Phantom Stock	$ 0 (8)					(8)	(8)	Common Stock, $0.001 par value per share	1,6
Phantom Stock	$ 0 (8)	05/13/2016		A	1,153 (9)	(8)	(8)	Common Stock, $0.001 par value per share	1,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duffy Matthew C/O CORMEDIX INC. 745 ROUTE 202-206, SUITE 303 BRIDGEWATER, NJ 08807	X			

Signatures

Alexander M. Donaldson, with a Power of Attorney for Matthew P. Duffy	05/26/2016
**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) Does not represent a sale in the market; represents the cashless exercise through the forfeiture of shares to the Issuer to pay the purchase price of the shares acquired upon conversion of the warrant.

(2) These options vested 100% on January 10, 2014.

(3) These options vest in full on the first anniversary of the date of grant.

(4) These options vest quarterly over two years.

(5) These options vest as follows: (a) fifty percent (50%) on the date of issuance of the CE Mark certification for Neutrolin in Europe, which occurred on July 5, 2013, and (b) fifty percent (50%) on December 31, 2013.

(6) On November 13, 2012, the reporting person acquired in a private placement $10,000 of (a) 9% Senior Convertible Notes, convertible into shares of the Company's common stock at a conversion price of $0.35 per share, and (b) a five-year redeemable warrant to purchase common stock at an exercise price of $0.40 per share.

(7) The options vest ratably, one-third of which will vest on each of the grant date, the first anniversary and the second anniversary thereof.

(8) Each share of phantom stock is the economic equivalent of one share of common stock. The shares of phantom stock become payable in common stock on the tenth business day of January of the year following the reporting person's termination of service as a directo

(9) These shares were credited automatically to the reporting person's account pursuant to the reporting person's election to defer the receipt of cash compensation of director's fees.

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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