SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject t	n
Section 16. Form 4 or Form 5	0
obligations may continue. See	
Instruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL									
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	dress of Reporting F	Person*	2. Issuer Name and Ticker or Trading Symbol ATOSSA GENETICS INC [ATOS]		ationship of Reporting Pe k all applicable)	erson(s) to Issuer
<u>QUAY STEVEN C</u>				X	Director	10% Owner
			—	— x	Officer (give title	Other (specify
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)
C/O ATOSSA	GENETICS IN	C.	05/30/2018		President & CEO	
107 SPRING	STREET					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Filir	ng (Check Applicable
SEATTLE	WA	98104		X	Form filed by One Re	porting Person
					Form filed by More th Person	an One Reporting
(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)	ate Execution Date,			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially		7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

 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. Transa Code (8)		5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	tive ties red sed 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Series B Convertible Preferred Stock	\$3.52 ⁽¹⁾	05/30/2018		Р	v	8		05/30/2018	(2)	Common Stock	2,273 ⁽³⁾	\$1,000 ⁽⁴⁾	8	I	See footnote ⁽⁵⁾	
Warrants	\$4.05	05/30/2018		Р	v	2,272		05/30/2018	05/30/2022	Common Stock	2,272	\$1,000 ⁽⁴⁾	2,272	I	See footnote ⁽⁵⁾	

Explanation of Responses:

1. Each share of Series B Convertible Preferred Stock is convertible into the number of shares of Common Stock equal to the stated value of \$1,000 divided by \$3.52.

2. Shares of Series B Convertible Preferred Stock do not expire.

3. No fractional shares will be issued upon conversion. At its election, the Company will either issue a cash adjustment or round up to the next whole share. The number reflected here assumes rounding up to the next whole share.

4. Shares of Series B Convertible Preferred Stock and Warrants were issued as part of a unit, with each unit consisting of one share of Series B Convertible Preferred Stock and 284 Warrants.

5. Securities are owned by Ensisheim Partners, LLC ("Ensisheim"). Shu-Chih Chen, Ph.D. and Steven C. Quay, M.D., Ph.D., share voting and investment power over the securities held by Ensisheim. Ensisheim is solely owned and controlled by Drs. Chen and Quay, and, as a result, Drs. Chen and Quay are deemed to be beneficial owners of the shares held by this entity.

/s/ Steven C. Quay, M.D., Ph.D. 05/31/2018

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.