FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ITTES AND EXCHANGE COMINIS

OMB APPROVAL								
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obligations may continue. See
Instruction 1(h)

## 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

Name and Address of Reporting Person*  ONLAW CONTRACTOR			2. Issuer Name and Ticker or Trading Symbol ATOSSA GENETICS INC [ ATOS ]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
QUAY STEVEN C				[ Mos ]						X	Director Officer (giv	/e title	10% Owi		
(Last) (First) (Middle)					Date of Earliest Transaction (Month/Day/Year)						X	below) below)			
C/O ATOSSA GENETICS INC. 107 SPRING STREET			01/13/2019							President & CEO					
		L1													
(Street) SEATTLE WA 98104				4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Indiv	1 ' ' '					
(City)	(:	State)	(Zip)								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. Trans Date (Month/I				nsaction   2A. Deemed     Execution Date,     if any (Month/Day/Year)		ion Date,	3. Transaction Code (Instr. 8)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1)			5. Amount of Securities Beneficially Following Re	Owned (D) or eported (I) (Ins	m: Direct II or Indirect E Instr. 4) C	. Nature of ndirect seneficial ownership		
			Code V			Amount	(A) or (D)	Price	Transaction( (Instr. 3 and			(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	Exercise (Month/Day/Year) ice of	3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	f 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	1	
Stock Option (Right to Buy)	\$2.38	01/13/2019		D <sup>(1)</sup>			2,300,000	(2)	06/27/2028	Common Shares	2,300,000	\$0.00	0	D	
Stock									1						1

## Explanation of Responses:

\$1.36

Option

Buv)

(Right to

- 1. The June 27, 2018 options are being rescinded and a new option is being granted in order to: (i) impose a shareholder-approval requirement for the new option grant, and (ii) remove the cash settlement feature and associated liability from the June 27, 2018 grant.
- 2. Twenty-five percent of the options were vested as of the grant date (June 27, 2018), 50% of the options will vest quarterly over two years from the grant date, and the remaining 25% will vest upon achievement of certain milestones.
- 3. Subject to stockholder approval of the option grant, the option will vest and be exercisable with respect to: (i) 25% of the underlying shares as of the grant date (January 13, 2019), (ii) 50% of the underlying shares over a two-year period (vesting ratably quarterly) from June 27, 2018, and (iii) 25% of the underlying shares upon achievement of certain milestones. If the option grant is not approved by stockholders, then the option will not be exercisable.

<u>/s/ Steven C. Quay</u> <u>01/15/2019</u>

\*\* Signature of Reporting Person Da

2,300,000

\$0.00

2,300,000

D

Common

Shares

01/13/2029

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

 $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

01/13/2019

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

A<sup>(1)</sup>

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.

2,300,000