

Hoffman Michael B
Form 4
August 29, 2018

FORM 4

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

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).

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 *
Hoffman Michael B

2. Issuer Name and Ticker or Trading Symbol
Onconova Therapeutics, Inc.
[ONTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
53 EAST 83 STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2018

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

NEW YORK, NY 10028
(City) (State) (Zip)

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

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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------------------------|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/27/2018 | | S | | 20,000 | D | \$ 0.4535 | 5,811,116 ⁽²⁾ | I | By the Michael and Jane Hoffman 2018 Descendants Trust ⁽¹⁾ |
| Common Stock | 08/28/2018 | | S | | 20,000 | D | \$ 0.4445 | 5,791,116 ⁽²⁾ | I | By the Michael and Jane Hoffman 2018 Descendants |

| Common Stock | 08/28/2018 | S | 30,000 | D | \$ 0.4569 | 5,761,116 ⁽²⁾ | I | | Trust ⁽¹⁾ By the Michael and Jane Hoffman 2018 Descendants Trust ⁽¹⁾ |
|--------------|------------|---|------------|---|-----------|------------------------------|---|--|---|
| Common Stock | 08/29/2018 | S | 29,999.262 | D | \$ 0.4507 | 5,731,116.738 ⁽²⁾ | I | | By the Michael and Jane Hoffman 2018 Descendants Trust ⁽¹⁾ |

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hoffman Michael B 53 EAST 83 STREET NEW YORK, NY 10028 | X | | | |

Signatures

/s/ Mark Guerin as
attorney-in-fact

08/29/2018

__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) These shares are held for the benefit of the reporting person's descendants. The reporting person's spouse is a trustee of the trust. The reporting person is a general agent of the trust.
Includes (i) 19,951 options to purchase shares of Common Stock of the Issuer, which are immediately exercisable or will be exercisable within 60 days of the date hereof; (ii) 5,700,836.738 shares of Common Stock held by the Michael and Jane Hoffman 2018 Descendants Trust, of which Mr. Hoffman is donor (which includes 2,211,765 shares of Common Stock issuable upon the exercise of warrants for
- (2) 55,294.125 shares of Series B Preferred Stock that convert into shares of Common Stock and 396,633 shares of Common Stock issuable upon the exercise of warrants, all of which are immediately exercisable or exercisable within 60 days hereof); and (iii) 8,453 shares of Common Stock held by the Michael and Jane Hoffman 2013 Descendants Trust (Non-GST Exempt Trust), of which Mr. Hoffman is donor.

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.