

CTD HOLDINGS INC
Form SC 13G/A
February 19, 2019

SCHEDULE 13G
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)*

CTD HOLDINGS, INC.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

12642Q 10 1

(CUSIP Number)

December 31, 2018

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES
ONLY)

Scarsdale Equities LLC
20-2036440

2. CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP
(A)“
(B)“

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF
ORGANIZATION

New York

5. SOLE VOTING POWER

NUMBER OF 0
SHARES

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY

EACH 10,946,290

REPORTING

PERSON

WITH:

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

10,946,290

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH

REPORTING PERSON

10,946,290

10. CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS) "

11. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11.9% (See Item 4)

12. TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

BD

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Item 1(a). Name of Issuer:

CTD Holdings, Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

6714 NW 16th Street, Suite B,

Gainesville, Florida 32563

Item 2(a). Name of Person Filing:

Scarsdale Equities LLC

Item 2(b). Address of Principal Business Office:

10 Rockefeller Plaza, Suite 720

New York, NY 10020

Item 2(c). Place of Organization or Citizenship:

New York

Item 2(d). Title of Class of Securities:

Common Stock, \$0.0001 par value per share, of the Issuer (the "Common Stock")

CUSIP Number: 12642Q 10 1

Item 2(e).

Item 3. This Statement is filed pursuant to Rule 13d-1(b). The Person Filing is:

- (a) ☒ Broker or dealer registered under Section 15 of the Act
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act
- (c) ☐ Insurance company defined in Section 3(a)(19) of the Act
- (d) ☐ Investment Company registered under Section 8 of the Investment Company Act
- (e) ☐ Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
- (f) ☐ Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F)
- (g) ☐ Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G)
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) ☐ .. A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act
- (j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

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Item 4. Ownership:

(a) Amount Beneficially Owned: 10,946,290 shares⁽¹⁾

(b) Percent of Class: 11.9%⁽¹⁾

(Based on 92,184,500 shares outstanding, which includes 87,744,500 shares of common stock outstanding, as reported by the Issuer in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 filed on November 9, 2018)

(c) Number of Shares as to which the Person has:

(i) sole power to vote or to direct the vote

0

(ii) shared power to vote or to direct the vote:

10,946,290⁽¹⁾

(iii) sole power to dispose or to direct the disposition of

0

(iv) shared power to dispose or to direct the disposition of

10,946,290⁽¹⁾

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

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Includes 6,506,290 shares of Common Stock held by managed accounts and 4,440,000 shares of Common Stock issuable upon the exercise of certain warrants held in such managed accounts. The Reporting Person has
(1) discretionary trading authority over these securities. The Reporting Person disclaims beneficial ownership of these securities except to the extent of its pecuniary interest thereof.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes of effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 15, 2019

SCARSDALE EQUITIES LLC

By: /s/ Heather Fitzgerald

Name: Heather Fitzgerald

Title: Chief Financial Officer

