

CorMedix Inc.  
Form 4  
February 15, 2017

**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 \*  
**GEORGE MICHAEL W**

(Last) (First) (Middle)

**C/O CORMEDIX INC., 1430  
HIGHWAY 206, SUITE 200**

(Street)

**BEDMINSTER, NJ 07921**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/14/2017**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |  |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|

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| (Instr. 3)                               | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A)                  | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|--|------------------------------|------------------|------------|--|------|---|----------------------|-----|------------------|-----------------|--------------|----------------------------|
| Phantom Stock                            | \$ 0 <sup>(1)</sup>          | 02/14/2017       | 02/14/2017 | P  |      |   | 3,472 <sup>(2)</sup> |     | <sup>(1)</sup>   | <sup>(1)</sup>  | Common Stock | 3,472                      |
| Phantom Stock                            | \$ 0 <sup>(1)</sup>          |                  |            |  |      |   |                      |     | <sup>(1)</sup>   | <sup>(1)</sup>  | Common Stock | 4,143                      |
| Stock Option (Right to Buy Common Stock) | \$ 2.11                      |                  |            |  |      |   |                      |     | <sup>(3)</sup>   | 04/05/2024      | Common Stock | 15,000                     |
| Stock Option (Right to Buy Common Stock) | \$ 2.79                      |                  |            |  |      |   |                      |     | <sup>(4)</sup>   | 02/27/2024      | Common Stock | 30,000                     |
| Stock Option (Right to Buy Common Stock) | \$ 5.62                      |                  |            |  |      |   |                      |     | <sup>(4)</sup>   | 03/01/2025      | Common Stock | 50,000                     |
| Phantom Stock                            | \$ 0 <sup>(1)</sup>          |                  |            |  |      |   |                      |     | <sup>(1)</sup>   | <sup>(1)</sup>  | Common Stock | 1,847                      |
| Phantom Stock                            | \$ 0 <sup>(1)</sup>          |                  |            |  |      |   |                      |     | <sup>(1)</sup>   | <sup>(1)</sup>  | Common Stock | 1,176                      |
| Phantom Stock                            | \$ 0 <sup>(1)</sup>          |                  |            |  |      |   |                      |     | <sup>(1)</sup>   | <sup>(1)</sup>  | Common Stock | 2,459                      |
| Phantom Stock                            | \$ 0 <sup>(1)</sup>          |                  |            |  |      |   |                      |     | <sup>(1)</sup>   | <sup>(1)</sup>  | Common Stock | 3,125                      |
| Stock Option (Right to Buy Common Stock) | \$ 1.91                      |                  |            |  |      |   |                      |     | <sup>(4)</sup>   | 02/21/2026      | Common Stock | 90,000                     |

|               |                 |            |            |              |       |
|---------------|-----------------|------------|------------|--------------|-------|
| Phantom Stock | \$ 0 <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | Common Stock | 3,968 |
| Phantom Stock | \$ 0 <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | Common Stock | 2,767 |
| Phantom Stock | \$ 0 <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | Common Stock | 4,335 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GEORGE MICHAEL W<br>C/O CORMEDIX INC.<br>1430 HIGHWAY 206, SUITE 200<br>BEDMINSTER, NJ 07921 | X             |           |         |       |

## Signatures

/s/ Alexander M. Donaldson, by Power of Attorney

02/15/2017

\_\_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) 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 director.
- (2) 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 directors' fees.
- (3) 5,000 shares vest upon completion of the April 2014 milestone, 10,000 shares vest upon completion of another milestone by the third quarter of 2014.
- (4) These options vest in full on the first anniversary of the date of grant.

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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