

QUAY STEVEN C  
Form 4  
May 31, 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 \*  
QUAY STEVEN C

(Last) (First) (Middle)

C/O ATOSSA GENETICS  
INC., 107 SPRING STREET

(Street)

SEATTLE, WA 98104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ATOSSA GENETICS INC [ATOS]

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

05/30/2018

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)

President & CEO

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect 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)
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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
Series B Convertible Preferred Stock	\$ 3.52 <sup>(1)</sup>	05/30/2018	P	V			8		05/30/2018	<sup>(2)</sup>	Common Stock	2,273 <sup>(3)</sup>
Warrants	\$ 4.05	05/30/2018	P	V			2,272		05/30/2018	05/30/2022	Common Stock	2,272

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
QUAY STEVEN C C/O ATOSSA GENETICS INC. 107 SPRING STREET SEATTLE, WA 98104	X		President & CEO	

## Signatures

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

\_\_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) 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.

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. t">(25)

(Increase) decrease in:

Accounts receivable

2,277 (1,831)

Advances to program suppliers

(32) (35)

Interest and dividends receivable

24

Taxes receivable and prepaid taxes

(175) 841

Other current assets

(22) 158

Increase (decrease) in:

Accounts payable

(1,001) 3,184

Taxes payable

55 14

Accrued liabilities and compensation

6 (292)

Deferred rent

(11) (15)

Deferred revenue and other liabilities

(21) 916

**Net cash provided by operating activities**

2,635 4,443

**Cash flows from investing activities:**

Explanation of Responses:

Maturity of marketable securities

4,986

Purchase of property and equipment

(771) (593)

**Net cash provided by (used in) investing activities**

(771) 4,393

**Cash flows from financing activities:**

Issuance of common stock

250 25

Excess tax benefits from stock-based compensation

15 18

Repurchase of common stock

(302)

**Net cash provided by (used in) financing activities**

(37) 43

Effect of foreign exchange translation on cash

90 7

Increase in cash and cash equivalents

1,917 8,886

**Cash and cash equivalents:**

Beginning of year

4,601 26,862

End of period

\$6,518 \$35,748

**Supplemental cash flow information:**

Explanation of Responses:

Income taxes paid

\$73 \$2

Income tax refunds

202

**Supplemental non-cash information:**

Deferred gain related to forgiven loan for capital assets

\$ \$219

Unrealized gains on investments, net of tax of \$65

189

See accompanying Notes to Condensed Consolidated Financial Statements.

**Table of Contents****Rentrak Corporation and Subsidiaries****Condensed Consolidated Statements of Stockholders' Equity and Comprehensive Income****(Unaudited)****(In thousands, except share amounts)**

	Common Stock		Capital In	Cumulative	Retained	Total
	Shares	Amount	Excess	Other	Earnings	Stockholders
			of Par Value	Comprehensive	(Accumulated	Equity
				Income	Deficit)	
				(Loss)		
<b>Balance at March 31, 2007</b>	10,723,728	\$ 11	\$ 48,155	\$ 132	\$ (6,963)	\$ 41,335
Net income					4,594	4,594
Reclassification adjustment relating to substantial liquidation of foreign investment				(181)		(181)
Unrealized gain on foreign currency translation				219		219
Comprehensive income						4,632
Common stock issued pursuant to stock plans	170,563		1,027			1,027
Common stock used to pay for option exercises and taxes	(15,828)		(208)			(208)
Common stock issued in exchange for deferred stock units	9,000					
Deferred stock units granted to Board of Directors, net			650			650
Stock-based compensation expense - options						