

CorMedix Inc.  
Form 4  
February 23, 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)  
**02/21/2017**

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)
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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
Stock Option (Right to Buy Common Stock)	\$ 2.24	02/21/2017	02/21/2017	A			40,000		<u>(1)</u>	02/21/2027	Common Stock	40,000
Restricted Stock Units	<u>(2)</u>	02/21/2017	02/21/2017	A			12,232		<u>(2)</u>	<u>(2)</u>	Common Stock	12,232
Phantom Stock	\$ 0 <u>(3)</u>								<u>(3)</u>	<u>(3)</u>	Common Stock	3,472
Phantom Stock	\$ 0 <u>(3)</u>								<u>(3)</u>	<u>(3)</u>	Common Stock	4,143
Stock Option (Right to Buy Common Stock)	\$ 2.11								<u>(4)</u>	04/05/2024	Common Stock	15,000
Stock Option (Right to Buy Common Stock)	\$ 2.79								<u>(1)</u>	02/27/2024	Common Stock	30,000
Stock Option (Right to Buy Common Stock)	\$ 5.62								<u>(1)</u>	03/01/2025	Common Stock	50,000
Phantom Stock	\$ 0 <u>(3)</u>								<u>(3)</u>	<u>(3)</u>	Common Stock	1,847
Phantom Stock	\$ 0 <u>(3)</u>								<u>(3)</u>	<u>(3)</u>	Common Stock	1,176
Phantom Stock	\$ 0 <u>(3)</u>								<u>(3)</u>	<u>(3)</u>	Common Stock	2,459

Phantom Stock	\$ 0 <sup>(3)</sup>	<u>(3)</u>	<u>(3)</u>	Common Stock	3,125
Stock Option (Right to Buy Common Stock)	\$ 1.91	<u>(1)</u>	02/21/2026	Common Stock	90,000
Phantom Stock	\$ 0 <sup>(3)</sup>	<u>(3)</u>	<u>(3)</u>	Common Stock	3,968
Phantom Stock	\$ 0 <sup>(3)</sup>	<u>(3)</u>	<u>(3)</u>	Common Stock	2,767
Phantom Stock	\$ 0 <sup>(3)</sup>	<u>(3)</u>	<u>(3)</u>	Common Stock	4,335

## Reporting Owners

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

## Signatures

/s/ Alexander M. Donaldson, by Power of Attorney 02/23/2017

\_\_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) These options vest in full on the first anniversary of the date of grant, subject to continued service on the board.
- (2) Each restricted stock unit represents the right to receive one share of CorMedix Inc. common stock The restricted stock units vest in full on the first anniversary of the date of grant, subject to continued service on the board.
- (3) 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.
- (4) 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.

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.