

RenovaCare, Inc.
Form 4
January 05, 2016

FORM 4

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

OMB APPROVAL

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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 *
RAYAT HARMEL S

(Last) (First) (Middle)

700 - 688 WEST HASTINGS STREET

(Street)

VANCOUVER, A1 V6B 1P1

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RenovaCare, Inc. [RCAR]

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2015

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 Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.00001 | 12/31/2015 | | J ⁽¹⁾ | | 12,000 | A | \$ 1.95 |
| | | | | | | | 35,576,800 ⁽²⁾ |
| | | | | | | I | Kalen Capital Corporation ⁽³⁾ |
| Common Stock, par value \$0.00001 | 12/31/2015 | | J ⁽⁴⁾ | | 3,000,000 | A | \$ 0 |
| | | | | | | | 38,576,800 ⁽²⁾ |
| | | | | | | I | Kalen Capital Corporation ⁽³⁾ |
| Common Stock, par value \$0.00001 | 12/31/2015 | | J ⁽⁵⁾ | | 3,800,000 | A | \$ 0 |
| | | | | | | | 42,376,800 ⁽²⁾ |
| | | | | | | I | Kalen Capital Corporation ⁽³⁾ |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount Number Shares |
| Series D Stock Purchase Warrant | \$ 1.1 ⁽⁶⁾ | 12/31/2015 | | J ⁽⁵⁾ | 800,000 | 06/05/2015 06/05/2020 | Common stock, par value \$0.00001 800,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RAYAT HARMEL S 700 - 688 WEST HASTINGS STREET VANCOUVER, A1 V6B 1P1 | | | X | |

Signatures

Harmel S. Rayat 01/05/2016

^{**}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) On December 31, 2015, Kalen Capital Corporation purchased 12,000 shares of the Issuers common stock in a private transaction for the aggregate amount of \$23,400.
- (2) Does not include derivative securities owned by Kalen Capital Corporation; see footnote 7.
- (3) Mr. Rayat is the sole shareholder and sole director of Kalen Capital Corporation.
- (4) For estate planning purposes, on December 31, 2015, the KJR Family Trust (KJR), a trust formed for the benefit of Mr. Rayats son, of which Mr. Rayat is not a beneficiary, and the sole owner of the all of the issued and outstanding shares of 1420524 Alberta Ltd. (1420524 Alberta), wound up and dissolved (the KJR Dissolution). As part of the KJR Dissolution, KJR distributed the shares of 1420524 Alberta to Mr. Rayats wife, who sold the shares of 1420524 Alberta to Kalen Capital Corporation for \$1.00, upon which time Kalen Capital Corporation filed to amalgamate 1420524 Alberta into Kalen Capital Corporation, thereby combining the two companies, with Kalen

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Capital Corporation being the surviving entity. 1420524 Albertas assets consist of, among other things, 3,000,000 shares of the Issuers common stock.

For estate planning purposes, on December 31, 2015, the TJR Family Trust (TJR), a trust formed for the benefit of Mr. Rayats daughter, of which Mr. Rayat is not a beneficiary, and the sole owner of the all of the issued and outstanding shares of 1420468 Alberta Ltd. (1420468 Alberta), wound up and dissolved (the TJR Dissolution). As part of the TJR Dissolution, TJR distributed the shares of 1420468

- (5) Alberta to Mr. Rayats wife, who sold the shares of 1420468 Alberta to Kalen Capital Corporation for \$1.00, upon which time Kalen Capital Corporation filed to amalgamate 1420468 Alberta into Kalen Capital Corporation, thereby combining the two companies, with Kalen Capital Corporation being the surviving entity. 1420468 Albertas assets consist of, among other things, 3,800,000 shares of the Issuers common stock and a Series D Stock Purchase Warrant to purchase up to 800,000 shares of the Issuers common stock.
- (6) The Series D Stock Purchase Warrants may be exercised on a cashless basis.

Consists of (a) a Series B Stock Purchase Warrant to purchase up to 3,500,000 shares of the Issuers common stock at an exercise price of \$0.46 per share through November 29, 2018; (b) a Series C Stock Purchase Warrant to purchase up to 3,500,000 shares of the Issuers

- (7) common stock at an exercise price of \$0.49 per share through November 29, 2018; and (c) a Series D Stock Purchase Warrant to purchase up to 800,000 shares of the Issuers common stock at an exercise price of \$1.10 per share through June 5, 2020. Each of the foregoing warrants may be exercised on a cashless basis.

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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