

Alliqua, Inc.

Form 4

January 28, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LONDONER KENNETH L

(Last) (First) (Middle)

C/O ALLIQUA, INC., 2150 CABOT
BOULEVARD WEST

(Street)

LANGHORNE, PA 19047

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Alliqua, Inc. [ALQA]

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

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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | (D) | Price |

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

**Persons who respond to the collection of
information contained in this form are not
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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 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) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|---|------------------------------------|------------------|------------|--|--------|---------------------|--------------------|------------|-------------------------------------|--------|
| | | | Code | V | (A) | (D) | | | | |
| Stock Option (right to buy) <u>(1)</u> | \$ 4.38 | 05/10/2013 | A | <u>(2)</u> | 38,095 | | 05/10/2013 | 05/10/2023 | Common Stock | 38,095 |
| Stock Option (right to buy) <u>(1)</u> | \$ 4.38 | 01/28/2014 | A | <u>(2)(3)</u> | 38,095 | | 01/28/2014 | 05/10/2023 | Common Stock | 38,095 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LONDONER KENNETH L C/O ALLIQUA, INC. 2150 CABOT BOULEVARD WEST LANGHORNE, PA 19047 | | | X | |

Signatures

/s/ Kenneth
Londoner

01/28/2014

^{**}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) Except as otherwise indicated, all share amounts and prices reported in this Form 4 reflect a 1-for-43.75 reverse stock split of the common stock of Alliqua, Inc. (the "Company") that occurred on November 18, 2013.

Represents stock option to purchase 114,286 shares of common stock granted to and accepted by the reporting person on May 10, 2013 outside the Alliqua, Inc. 2011 Long-Term Incentive Plan. The option vests in three equal installments as follows: (i) 38,095 shares vest on

(2) the date of grant, (ii) 38,095 shares vest upon the listing of the common stock on a registered national securities exchange (e.g., the New York Stock Exchange, the Nasdaq Stock Market LLC or the NYSE MKT) and (iii) 38,095 shares vest on the last day of the first fiscal quarter in which the Company has achieved a positive cash-flow.

(3) On January 28, 2014, 38,095 shares vested upon the listing of the Company's common stock on the Nasdaq Capital Market.

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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