

Onconova Therapeutics, Inc.
Form 3
July 24, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Kumar Ramesh

(Last) (First) (Middle)

C/O ONCONOVA
THERAPEUTICS, INC.,Â 375
PHEASANT RUN

(Street)

NEWTOWN,Â PAÂ 18940

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/24/2013

3. Issuer Name and Ticker or Trading Symbol
Onconova Therapeutics, Inc. [ONTX]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner

☒ Officer ☐ Other

(give title below) (specify below)

President and 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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

92,911

D

Â

Common Stock

150,037

I

By the Ramesh Kumar 2012 Trust (12)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	4,667	\$ <u>(1)</u>	D	Â
Series B Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	20,645	\$ <u>(2)</u>	D	Â
Series C Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	983	\$ <u>(3)</u>	D	Â
Series D Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	2,209	\$ <u>(4)</u>	D	Â
Series E Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	1,084	\$ <u>(5)</u>	D	Â
Series F Convertible Preferred Stock	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	500	\$ <u>(6)</u>	D	Â
Series G Convertible Preferred Stock	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	765	\$ <u>(7)</u>	D	Â
Series H Convertible Preferred Stock	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	500	\$ <u>(8)</u>	D	Â
Series I Convertible Preferred Stock	Â <u>(9)</u>	Â <u>(9)</u>	Common Stock	100	\$ <u>(9)</u>	D	Â
Stock Option (right to purchase)	12/31/2005	01/01/2016	Common Stock	5,256	\$ 2.67	D	Â
Stock Option (right to purchase)	03/31/2011	04/01/2017	Common Stock	105,026	\$ 6	D	Â
Stock Option (right to purchase)	03/17/2010	03/17/2020	Common Stock	18,754	\$ 5.76	D	Â
Stock Option (right to purchase)	Â <u>(10)</u>	03/17/2020	Common Stock	75,018	\$ 5.76	D	Â
Stock Option (right to purchase)	12/10/2010	12/10/2020	Common Stock	52,513	\$ 6.13	D	Â
Stock Option (right to purchase)	12/05/2011	12/05/2021	Common Stock	10,335	\$ 6.13	D	Â
Stock Option (right to purchase)	12/18/2012	12/19/2022	Common Stock	93,773	\$ 13.28	D	Â
Stock Option (right to purchase)	Â <u>(11)</u>	12/19/2022	Common Stock	93,773	\$ 13.28	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kumar Ramesh C/O ONCONOVA THERAPEUTICS, INC. 375 PHEASANT RUN NEWTOWN, PA 18940	☒	☐	☒	☒

Signatures

/s/ Ramesh Kumar 07/24/2013

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.80-for-1 basis and has no expiration date.
 - (2) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.85-for-1 basis and has no expiration date.
 - (3) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.75-for-1 basis and has no expiration date.
 - (4) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.75-for-1 basis and has no expiration date.
 - (5) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.75-for-1 basis and has no expiration date.
 - (6) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.77-for-1 basis and has no expiration date.
 - (7) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.75-for-1 basis and has no expiration date.
 - (8) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.75-for-1 basis and has no expiration date.
 - (9) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.75-for-1 basis and has no expiration date.
 - (10) This option, representing a right to purchase a total of 75,018 shares of Common Stock, is immediately exercisable and vests over 4 years from March 17, 2010, with 25% vesting on March 17, 2011 and 75% vesting in 36 equal monthly installments thereafter, subject to continued service to the Issuer through each vesting date.
 - (11) This option, representing a right to purchase a total of 93,773 shares of Common Stock, is immediately exercisable and vests over 4 years from December 18, 2012, with 25% vesting on December 18, 2013 and 75% vesting in 36 equal monthly installments thereafter, subject to continued service to the Issuer through each vesting date.
 - (12) The reporting person is the trustee of the trust.

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.