

HTG MOLECULAR DIAGNOSTICS, INC
 Form 4
 May 13, 2015

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 *
GLAXOSMITHKLINE PLC

2. Issuer Name and Ticker or Trading Symbol
HTG MOLECULAR DIAGNOSTICS, INC [HTGM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
980 GREAT WEST ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2015

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

BRENTFORD, MIDDLESEX, TW8 9GS

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/11/2015		P ⁽¹⁾		365,106	A	\$ 14 (1)	365,106	I	By S.R. One, Limited ⁽²⁾
Common Stock	05/11/2015		C		340,314	A	(3)	705,420	I	By S.R. One, Limited ⁽²⁾
Common Stock	05/11/2015		C		141,797	A	(3)	847,217	I	By S.R. One, Limited ⁽²⁾
Common Stock	05/11/2015		J ⁽⁴⁾		91,271	A	(3)	938,488	I	By S.R. One,

Common Stock	05/11/2015	C	110,755	A	<u>(5)</u>	1,049,243	I	Limited ⁽²⁾ By S.R. One, Limited ⁽²⁾
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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 required to respond unless the form displays a currently valid OMB control number.

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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 Underlying (Instr. 3 and 4)
						Date Exercisable Expiration Date	Title
				Code V (A) (D)			
Series D Convertible Preferred Stock	<u>(3)</u>	05/11/2015		C	36,546,366	<u>(3)</u> <u>(3)</u>	Common Stock
Series E Convertible Preferred Stock	<u>(3)</u>	05/11/2015		C	15,227,653	<u>(3)</u> <u>(3)</u>	Common Stock
Subordinated Convertible Promissory Note	<u>(5)</u>	05/11/2015		C	110,755	<u>(5)</u> 03/31/2016	Common Stock
Series E Convertible Preferred Stock Warrant (Right to Buy)	<u>(6)</u>	05/11/2015		C	2,784,593	<u>(6)</u> 01/14/2022	Common Stock
Common Stock Warrant (Right to Buy)	<u>(6)</u>	05/11/2015		C	43,538	<u>(6)</u> 01/14/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLAXOSMITHKLINE PLC 980 GREAT WEST ROAD BRENTFORD, MIDDLESEX, TW8 9GS			X	

Signatures

/s/ Victoria A. Whyte, Company
Secretary

05/13/2015

__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) Shares purchased in the Issuer's initial public offering at the initial public offering price of \$14.00 per share.
- (2) Shares are held of record by S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (Reporting Person).
Each share of Series D Convertible Preferred Stock and Series E Convertible Preferred Stock, including all accrued cumulative and unpaid dividends thereon, converted automatically into Common Stock on a 1-for-107.39 basis, upon the closing of the Issuer's initial public offering. Both the Series D Convertible Preferred Stock and the Series E Convertible Preferred Stock had no expiration date.
- (3) Shares of Common Stock acquired upon payment of shares in respect of dividends accrued on Series D Convertible Preferred Stock and Series E Convertible Preferred Stock at the closing of the Issuer's initial public offering.
- (4) The Convertible Promissory Note, including all accrued and unpaid interest thereon, converted automatically into Common Stock upon the closing of the Issuer's initial public offering.
- (5) The right to receive 2,784,593 Series E Shares upon exercise of the Warrants converted automatically into a right to receive 43,538 shares of Common Stock upon exercise of the Warrants, which can be exercised at any time, at an exercise price of \$14.00, upon the closing of the Issuer's initial public offering.
- (6)

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.