

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

AYTU BIOSCIENCE, INC

Form: 3

Date Filed: 2019-02-15

Corporate Issuer CIK: 1385818

© Copyright 2019, Issuer Direct Corporation. All Right Reserved. Distribution of this document is strictly prohibited, subject to the terms of use.

FORM 3

UNITED

UNITED STATES SECURITIES AND EXCHANGE COMMISSION	OMB APPROVAL	
Washington, D.C. 20549	OMB Number: 32	
	Estimated average burden	hours
INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES	per response	

	OND ALL HOVA	\L
,	OMB Number:	3235-0104
	Estimated average burden	hours
	per response	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)								
Name and Address of Reporting Person ARMISTICE CAPITAL, LLC	(Month	Date of Event Requiring Statement (Month/Day/Year) 2. Date of Event Requiring Statement (AYTU BIOSCIE) 4. AYTU BIOSCIE 4. AYTU BIOSCIE			Ticker or Trading Sy NCE, INC [AYTU			
(Last) (First) (Middle) 510 MADISON AVENUE, 7TH FLOOR, (Street)	02/05/	/2019			eporting Person(s) to k all applicable) X 10% Owner ow) Other (specify	Filed(Month/	5. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable)	
NEW YORK, NY 10022							by One Reporting Person by More than One Reporting Person	
(City) (State) (Zip)			Tab	le I - Non-Deriva	tive Securities E			
1.Title of Security (Instr. 4)			2. Amount of Secu Owned (Instr. 4)	·	3. Ownership Form: Direct (D) or (Indirect (I) (Instr. 5)		Beneficial Ownership	
Common Stock, par value \$.0001			2,000,000		D (1)			
Common Stock, par value \$.0001		:	2,000,000		l ş	See Footnote (2)		
Common Stock, par value \$.0001		:	2,000,000		l s	See Footnote (2)		
Reminder: Report on a separate line for each class of separate	o the collec	tion of inforr	nation contained	•			SEC 1473 (7-02	
Title of Derivative Security (Instr. 4)	Expiration I (Month/Day/Ye	xpiration Date Under		Title and Amount of Securities Underlying Derivative Security (Instr. 4)		5. Ownership Form of Derivative Security: Direct (D)	•	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	f	or Indirect (I) (Instr. 5)		
Warrant	(3)	03/06/202	Common Stock	222,222	\$ 10.8	D (1)		
Warrant	<u>(3)</u>	03/06/202	Common Stock	222,222	\$ 10.8	1	See Footnote (2)	
Warrant	(3)	03/06/202	Common Stock	222,222	\$ 10.8	I	See Footnote (2)	
Warrant	<u>(3)</u>	03/23/202	Common Stock	100,000	\$ 10.8	D (1)		
Warrant	(3)	03/23/202	Common Stock	100,000	\$ 10.8	1	See Footnote (2)	
Warrant	(3)	03/23/202	Common Stock	100,000	\$ 10.8	I	See Footnote (2)	
Warrant	(3)	10/09/202	Common Stock	3,907,165	\$ 1.5	D (1)		
Warrant	<u>(3)</u>	10/09/202	Common Stock	3,907,165	\$ 1.5	I	See Footnote (2)	
Warrant	(3)	10/09/202	Common Stock	3,907,165	\$ 1.5	1	See Footnote (2)	

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address		10% Owner	Officer	Other		
ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10022		X				
Armistice Capital Master Fund Ltd. C/O DMS CORPORATE SERVICES LTD. 20 GENESIS CLOSE, P.O. BOX 314 GRAND CAYMAN, E9 KY1-1104		х				
Boyd Steven C/O ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10022		х				

Signatures

Armistice Capital, LLC By: /s/ Steven Boyd, Managing Member	02/15/2019
Signature of Reporting Person	Date

Signature of Reporting Person	Date
/s/ Steven Boyd	02/15/2019
-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 reported securities are directly owned by Armistice Capital Master Fund Ltd., a Cayman Islands exempted company (the "Master Fund").
- The reported securities may be deemed to be indirectly beneficially owned by Armistice Capital, LLC ("Armistice Capital"), as the investment manager of the Master Fund. The reported securities may also be deemed to be indirectly beneficially owned by Steven Boyd as Managing Member of Armistice Capital. Armistice Capital and Steven Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) These warrants are currently exercisable, subject to a blocker provision that prevents the Master Fund from exercising the warrants if it would be more than a 4.99% beneficial owner of the Common Stock following such exercise.

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.

FORM 3

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

OMB APP	ROVAL
OMB Number:	3235-0104
Estimated average by	urden houre

per response...

See Footnote (2)

See Footnote (2)

See Footnote (2)

D (1)

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		Investi	ment Compan	y Act of 1940					
ARMISTICE CAPITAL, LLC (Month/Day/Year)			nt Requiring Statement aar) 3. Issuer Name and Ticker or Trading Symbol AYTU BIOSCIENCE, INC [AYTU]						
(Last) (First) (Middle) 510 MADISON AVENUE, 7TH FLOOR, (Street)	02/05/	2019	4. Helationship of Re (Check		all applicable)X 10% Owner	Filed(Month/I	5. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable)		
NEW YORK, NY 10022				Officer (give title belo	w) Other (specify	Line) Form filed	by One Reporting Person by More than One Reporting Person		
(City) (State) (Zip)			Tab	le I - Non-Derivat	ive Securities E	Beneficially Owr	ned		
1.Title of Security (Instr. 4)		O	Amount of Secur wned nstr. 4)	, I	B. Ownership Form: Direct (D) or (ndirect (I) Instr. 5)		Beneficial Ownership		
Common Stock, par value \$.0001		2,	,000,000		D (1)				
Common Stock, par value \$.0001	2,000,000 I See Fo			See Footnote (2)					
Common Stock, par value \$.0001		2,	2,000,000 I See I		See Footnote (2)				
Reminder: Report on a separate line for each class of se Persons who respond to a currently valid OMB co	the collect entrol numb	tion of information	ation contained	*			splays		
Title of Derivative Security (Instr. 4)		rcisable and Date		ount of Securities	4. Conversion or Exercise Price of	5. Ownership Form of Derivative Security: Direct (D)			
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		or Indirect (I) (Instr. 5)			
Warrant	(3)	03/06/2023	Common Stock	222,222	\$ 10.8	D (1)			
Warrant	(3)	03/06/2023	Common Stock	222,222	\$ 10.8	I	See Footnote (2)		
Warrant	<u>(3)</u>	03/06/2023	Common Stock	222,222	\$ 10.8	I	See Footnote (2)		
Warrant	<u>(3)</u>	03/23/2023	Common Stock	100,000	\$ 10.8	D (1)			
Warrant	<u>(3)</u>	03/23/2023	Common	100,000	\$ 10.8	1	See Footnote (2)		

Common

Stock Common

Stock Common

Stock Common

Stock

100,000

3,907,165

3,907,165

3,907,165

\$ 10.8

\$ 1.5

\$ 1.5

\$ 1.5

03/23/2023

10/09/2023

10/09/2023

10/09/2023

Reporting Owners

Warrant

Warrant

Warrant

Warrant

Reporting Owner Name / Address	Relationships					
neporting Owner Name / Address	Director	10% Owner	Officer	Other		
ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10022		Х				
Armistice Capital Master Fund Ltd. C/O DMS CORPORATE SERVICES LTD. 20 GENESIS CLOSE, P.O. BOX 314 GRAND CAYMAN, E9 KY1-1104		Х				
Boyd Steven C/O ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10022		х				

Signatures

Armistice Capital, LLC By: /s/ Steven Boyd, Managing Member	02/15/2019
-Signature of Reporting Person	Date

(3)

<u>(3)</u>

<u>(3)</u>

<u>(3)</u>

-Signature of Reporting Person	Date
/s/ Steven Boyd	02/15/2019
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 reported securities are directly owned by Armistice Capital Master Fund Ltd., a Cayman Islands exempted company (the "Master Fund").
- The reported securities may be deemed to be indirectly beneficially owned by Armistice Capital, LLC ("Armistice Capital"), as the investment manager of the Master Fund. The reported securities may also be deemed to be indirectly beneficially owned by Steven Boyd as Managing Member of Armistice Capital. Armistice Capital and Steven Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) These warrants are currently exercisable, subject to a blocker provision that prevents the Master Fund from exercising the warrants if it would be more than a 4.99% beneficial owner of the Common Stock following such exercise.

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.