

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

AYTU BIOSCIENCE, INC

Form: 3

Date Filed: 2019-02-15

Corporate Issuer CIK: 1385818

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

(Print or Type Responses)

1. Name and Address of Reporting Person ARMISTICE CAPITAL, LLC	2. Date of Event Requiring Statement (Month/Day/Year) 02/05/2019	3. Issuer Name and Ticker or Trading Symbol AYTU BIOSCIENCE, INC [AYTU]	
(Last) (First) (Middle) 510 MADISON AVENUE, 7TH FLOOR,		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ X ____ 10% Owner ____ Officer (give title below) ____ Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street) NEW YORK, NY 10022			6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person X_ Form filed by More than One Reporting Person
(City) (State) (Zip)	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, par value \$.0001	2,000,000	D (1)	
Common Stock, par value \$.0001	2,000,000	I	See Footnote (2)
Common Stock, par value \$.0001	2,000,000	I	See Footnote (2)

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

SEC 1473 (7-02)

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.

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

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			
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	(3)	03/06/2023	Common Stock	222,222	\$ 10.8	I	See Footnote (2)
Warrant	(3)	03/23/2023	Common Stock	100,000	\$ 10.8	D (1)	
Warrant	(3)	03/23/2023	Common Stock	100,000	\$ 10.8	I	See Footnote (2)
Warrant	(3)	03/23/2023	Common Stock	100,000	\$ 10.8	I	See Footnote (2)
Warrant	(3)	10/09/2023	Common Stock	3,907,165	\$ 1.5	D (1)	
Warrant	(3)	10/09/2023	Common Stock	3,907,165	\$ 1.5	I	See Footnote (2)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	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		X		
Boyd Steven C/O ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10022		X		

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.

(2) 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.

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(Last) (First) (Middle) 510 MADISON AVENUE, 7TH FLOOR,		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ X ____ 10% Owner ____ Officer (give title below) ____ Other (specify below)		5. If Amendment, Date Original Filed(Month/Day/Year)	
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Boyd Steven C/O ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10022		X		

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

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