

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

AYTU BIOSCIENCE, INC

Form: 4

Date Filed: 2019-04-22

Corporate Issuer CIK: 1385818

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

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OMB Number:	3235-0287
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

	or Form 5 may continuction 1(b).	ue. Filed p	ursuant to Secti	, ,							nge Act of of 1940	193	34 o	or Secti	on 30(h) of th	ne -				
(Print or Type F	Responses)																			
	Name and Address of Reporting Person ARMISTICE CAPITAL, LLC				Issuer Name and Ticker or Trading Symbol AYTU BIOSCIENCE, INC [AYTU]										. Relationship o		k all applicable)		
(Last) (First) (Middle) 510 MADISON AVENUE, 7TH FLOOR,				Date of Earliest Transaction (Month/Day/Year) 04/18/2019										-	X_ Director 2 10% Owner Officer (give title below) Other (specify below)					
NEW YORK	(, NY 1002	(Street)		4. If Amo	end	ment, Da	ate Ori	igina	ıl Filed	Mor	nth/Day/Year)				. Individual or Jo Form filed by One K_Form filed by More	Reporting Pers	son	able Line)		
(City) (State) (Zip)					Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
1.Title of Secur (Instr. 3)	rity		2. Transaction Date (Month/Day/Ye	Execuear) any	2A. Deemed Execution Date, if any (Month/Day/Year)		(Instr. 8)		or		or Disposed	. Securities Acquired (A) or Disposed of (D) lnstr. 3, 4 and 5)		Ò	Owned Following Reported Transaction(s) (Instr. 3 and 4)		6. Ownership Form:	Beneficial		
				(IVIOITE					e	v	Amount	(A) (D		Price	C			. ,	Ownership (Instr. 4)	
Common St	ock		04/18/2019)ل		<u>)ر</u>	1)(2)	2)(3)		3,120,064	Α		(<u>1) (2)</u> (<u>3)</u>	5,120,064			D (4)		
Common Stock 04/18/201		04/18/2019				<u>J(1)(2)</u>		<u>(3)</u>	•	0	Α	9	\$ 0 5	5,120,064			I	See Footnote		
Reminder: Ren	ort on a sen	arate line for each	class of securities b	eneficially	/ OW	ned direc	ctly or	r indi	rectly											
			Table						for Of uired,	rm a VIB		uired nber. or Be	to r enefi	respond icially O	ection of inform unless the form				1474 (9-02)	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if		Code Securitie (Instr. 8) Acquired Dispose		tive		6. Date Exercisable and Expiration Date (Month/Day/Year)		Un		Amount of Securities d 4)		f 9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	V	(A)	A)		Date Exercis		Expiration Date	n	Title		Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)		
Series E Convertible Preferred Stock	\$ 0.88 (1) (2) (3)	04/18/2019		ر <u>(1)(2)(3)</u>	<u>)</u>	2,751,	148		<u>(1)</u>	(2)(3) (1)(2	<u>)(3)</u>		ommor Stock	2,751,148	<u>(1) (2) (3)</u>	2,751,148 (1) (2) (3)	D (4)		
Series E Convertible Preferred Stock	\$ 0.88 (1) (2) (3)	04/18/2019		ر <u>(1)(2)(3)</u>	<u>)</u>	0			<u>(1)</u>	(2)(3) (1)(2	<u>)(3)</u>		ommor Stock	0	\$0	2,751,148 (1) (2) (3)	I	See Footnote	
Warrant	\$ 1	04/18/2019		<u>J⁽¹⁾⁽²⁾⁽³⁾</u>).	4,403,4	409		<u>(1)</u>	(2)(3) (1)(2)(3)		ommor Stock	4,403,409	(1) (2) (3)	4,403,409	D (4)		

See Common <u>(1)(2)(3)</u> (1)(2)(3) (1)(2)(3) 04/18/2019 4,403,409 Warrant \$1 0 0 \$0 Footnote Stock Common <u>(5)</u> Warrant \$10.8 03/06/2023 222,222 222,222 D (4) Shares See Common \$10.8 <u>(5)</u> 03/06/2023 222,222 Warrant 0 Footnote Shares (4) Common <u>(5)</u> D (4) 100,000 100,000 Warrant \$10.8 03/23/2023 Shares See Common <u>(5)</u> \$10.8 03/23/2023 100,000 Warrant Footnote Shares Common <u>(5)</u> Warrant \$ 1.5 10/09/2023 3,907,165 3,907,165 D (4) Shares 1See Common <u>(5)</u> 3,907,165 \$ 1.5 10/09/2023 0 Warrant Footnote Shares

Reporting Owners

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

Signatures

Armistice Capital, LLC By: /s/ Steven Boyd, Managing Member	04/22/2019
-Signature of Reporting Person	Date
Armistice Capital Master Fund Ltd. By: /s/ Steven Boyd, Director	04/22/2019
—Signature of Reporting Person	Date
/s/ Steven Boyd	04/22/2019
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).
- On November 29, 2018, the Issuer issued to Armistice Capital Master Fund Ltd., a Cayman Islands corporation (the "Master Fund"), a secured promissory note in the principal amount of \$5,000,000 (the "Promissory Note"). The Promissory Note carried an annual interest rate of 8% and had a three-year term. On February 5, 2019, the Issuer and the Master Fund entered in to an exchange agreement (the "Exchange Agreement") pursuant to which the Master Fund agreed to exchange the Promissory Note for: (i) 3,120,064 Shares (the "New Shares"); (ii) 2,751,148 shares of the
- agreement (the "Exchange Agreement") pursuant to which the Master Fund agreed to exchange the Promissory Note for: (i) 3,120,064 Shares (the "New Shares"); (ii) 2,751,148 shares of the Issuer's Series E Convertible Preferred Stock (the "Series E Preferred Stock"); and (iii) a Common Stock Purchase Warrant (the "Warrant", and collectively with the New Shares and the Series E Preferred Stock, the "Exchange Securities"). As consideration for the Issuer's issuance of the Exchange Securities to the Master Fund, the Master Fund agreed to cancel the Promissory Note and all principal and interest owed thereunder.
- (Continued from Footnote 1) Each share of the Series E Preferred Stock has a stated value of \$0.88 (the "Stated Value"), subject to increase pursuant to the terms of the Issuer's Certificate of Designation of Preferences, Rights and Limitations of Series E Preferred Stock (the "Series E COD"). The Series E Preferred Stock has no expiration date and is convertible into Shares at the option
- (2) of the holder at any time after the issue date into that number of Shares determined by dividing the Stated Value by the conversion price of \$0.88, which is subject to adjustment pursuant to the terms of the Series E COD; provided, however, that each holder is subject to a blocker provision that prevents it from converting its Series E Preferred Stock if it would be more than a 40% beneficial owner of the Shares following such conversion.
 - (Continued from Footnote 2) The Warrant permits the Master Fund to purchase 4,403,409 Shares at an exercise price of \$1.00 per Share, which is subject to adjustment pursuant to the terms of the Warrant; provided, however, that each holder is subject to a subject to a blocker provision that prevents it from exercising the warrants if it would be more than a 40% beneficial owner of the Shares
- (3) following such exercise. The Warrant is currently exercisable and expires on the five-year anniversary of the date of its issuance. The transactions contemplated by the Exchange Agreement (the "Armistice Transaction") were approved by the Issuer's stockholders on April 12, 2019 and announced on the Form 8-K filed with the SEC by the Issuer on April 19, 2019. The Issuer closed the Armistice Transaction and issued the securities to the Master Fund on
- The reported securities are directly owned by the Master Fund and 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.
- (5) 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.

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

	for Form 5 s may continuction 1(b).	ue. Filed po	ursuant to Secti	. ,	of the Se			_		1934	or Section	on 30(h) of th	ne -			
(Print or Type F	Responses)															
1. Name and Address of Reporting Person [*] ARMISTICE CAPITAL, LLC					Issuer Name and Ticker or Trading Symbol AYTU BIOSCIENCE, INC [AYTU]									Person(s) to Is ck all applicable X10%	*)	
(Last) (First) (Middle) 510 MADISON AVENUE, 7TH FLOOR, (Street)				3. Date of 04/18/2	Earliest T	ransact	ion (Mo	nth/Da	ay/Year)		-	X Director Officer (give title	e below)		(specify below)	
				4. If Amer	ndment, Da	ate Orig	inal File	d Month	/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person X. Form filed by More than One Reporting Person						
NEW YORK	K, NY 1002	(State)	(Zip)													
		(State)		1,								ed, Disposed o				
1.Title of Secur (Instr. 3)	rity		2. Transaction Date (Month/Day/Ye	Executi ear) any	on Date, if	Code (Instr.	nsaction 8)	or	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			. Amount of Sec wned Following nstr. 3 and 4)	•	Ownership of Form:	Beneficial	
			(Month/	'Day/Year)		ode	v	Amount (A		Price				Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock		04/18/2019			<u>J⁽¹⁾</u>	(2)(3)	3.	,120,064	Α	(1) (2) (3) 5	5,120,064					
Common Stock 04/18/2019				(1)ں		<u>(2)(3)</u>	0		Α	\$ 0 5	,120,064			l	See Footnote (4)	
Daminday, Dan		avata lina far aaah .	class of securities b	an afiai allu e	uunad disa	athras i	مطانحه مغال									
				e II - Deriva	tive Secu	rities A	Po fo O cquired	erson orm ar MB co	e not requ ontrol nun	uired to nber. or Ben	o respond eficially O	ection of inforn unless the for wned				1474 (9-02)
1. Title of	2.	3. Transaction	3A. Deemed	4.	5. Numb				ercisable a	_	7. Title and	Amount of	8. Price of	9. Number of	10.	11. Nature
Derivative Security (Instr. 3)	Conversion Date or Exercise (Month/Day/Year) a		Execution Date, if any (Month/Day/Year)	Code	ve es d (A) or d of (D) , 4, and	(Mon	piration Date Underlyin			Underlying (Instr. 3 and		Derivative Security (Instr. 5)		Ownership of Form of Derivative 0		
				Code	V (A)	(1	Date Exer		Expiratio e Date	n .	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Series E Convertible Preferred Stock	\$ 0.88 (1) (2) (3)	04/18/2019		<u>(1)(2)(3)</u>	2,751,	148	(1))(2)(3)	. (1)(2))(3)	Common Stock	2,751,148 (1) (2) (3)	<u>(1) (2) (3)</u>	2,751,148 (1) (2) (3)	D (4)	
Series E Convertible Preferred Stock	\$ 0.88 (1) (2) (3)	04/18/2019		ر <u>(1)(2)(3)</u>	0		<u>(1)</u>)(2)(3)	. (1)(2))(3)	Common Stock	0	\$0	2,751,148 (1) (2) (3)	I	See Footnote
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(1)(2)(3) Common 4,403,409 (1) (2) (3) 4,403,409 (1)(2)(3) <u>J(1)(2)(3)</u> \$1 04/18/2019 4,403,409 D (4) Warrant Stock See Common <u>(1)(2)(3)</u> (1)(2)(3) (1)(2)(3) \$1 Warrant 04/18/2019 0 \$0 4,403,409 Footnote Stock Common Warrant \$10.8 03/06/2023 222,222 222,222 D (4) Shares See Common <u>(5)</u> 03/06/2023 222,222 \$10.8 Warrant 0 Footnote Shares (4) Common <u>(5)</u> D (4) \$10.8 03/23/2023 100,000 100,000 Warrant Shares See Common <u>(5)</u> 03/23/2023 Warrant \$10.8 100,000 Footnote Shares Common <u>(5)</u> Warrant \$ 1.5 10/09/2023 3,907,165 3,907,165 D (4) Shares 1See Common <u>(5)</u> 10/09/2023 Warrant \$ 1.5 0 3,907,165 Footnote Shares

Reporting Owners

•	Director	10% Owner	Officer	Other
ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10022	Х	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	Х		

Signatures

Armistice Capital, LLC By: /s/ Steven Boyd, Managing Member	04/22/2019
-Signature of Reporting Person	Date
Armistice Capital Master Fund Ltd. By: /s/ Steven Boyd, Director	04/22/2019
Signature of Reporting Person	Date
/s/ Steven Boyd	04/22/2019
Signature of Reporting Person	Date

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