

CONWAY E VIRGIL
Form 4
January 04, 2010

FORM 4

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

OMB APPROVAL

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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 *
CONWAY E VIRGIL

2. Issuer Name and Ticker or Trading Symbol
URSTADT BIDDLE PROPERTIES INC [UBA]

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

(Last) (First) (Middle)
101 PARK AVENUE, 30TH FL
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2010

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

NEW YORK, NY 10178
(City) (State) (Zip)

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

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	01/04/2010		J ⁽¹⁾	950 A	\$ 0	79,746 ⁽²⁾	I	See footnote ⁽³⁾

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

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SEC 1474 (9-02)

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONWAY E VIRGIL 101 PARK AVENUE 30TH FL NEW YORK, NY 10178	X			

Signatures

E. Virgil Conway by Thomas D. Myers as Attorney-in-Fact 01/04/2010

**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) On January 4, 2010, the Issuer entered into an agreement with E. Virgil Conway (the "Reporting Person") whereby the Reporting Person was granted a restricted stock award of 950 shares of Class A Common Stock pursuant to the Issuer's Amended and Restated Restricted Stock Award Plan (the "Restricted Stock Award Plan").
- (2) This figure includes 4,350 restricted shares of Class A Common Stock issued pursuant to the Restricted Stock Award Plan. On January 3, 2010, restrictions applicable to a previously reported grant of 800 shares of Class A Common Stock lapsed, resulting in the Reporting Person becoming fully vested in such shares. This resulted in no change in the number of shares beneficially owned by the Reporting Person.
- (3) The Reporting Person is the direct beneficial owner of 23,746 shares of Class A Common Stock, which includes the 4,350 restricted shares referenced in Footnote (2). Additionally, he is the indirect beneficial owner of 56,000 shares of Class A Common Stock, of which 46,000 shares are held in the name of the Reporting Person's IRA Rollover Trust and 10,000 shares are owned by The Conway Foundation (the "Foundation"), of which the Reporting Person and his wife, Elaine Conway, are the sole directors. Mr. Conway disclaims beneficial ownership of any shares held by the Foundation.

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. -TOP:1px solid #000000">

Common Stock, par value \$0.0001 per share

5,000 (6) \$27.20 (6) \$136,000.00 (6) \$16.93

Total:

1,230,223 shares N/A \$5,312,762.76 \$661.44

1. Pursuant to Rule 416(a) under the Securities Act, this Registration Statement shall also cover any additional shares of the registrant's common stock that become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the registrant's outstanding shares of common stock.
2. Represents 948,700 shares of the registrant's common stock underlying stock options previously granted under the Zosano Pharma Corporation Amended and Restated 2014 Equity and Incentive Plan (the "2014 Plan") with an exercise price of \$4.24 per share, subject to approval of an amendment to the 2014 Plan (the "Plan Amendment"). The Plan Amendment was approved by the stockholders on May 31, 2018. Solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act, the offering price per share and the aggregate offering price are based upon \$4.24, which is the per share exercise price of the option.
3. Represents 100,000 shares of the registrant's common stock underlying stock options previously granted under the 2014 Plan with an exercise price of \$4.27 per share, subject to approval of the Plan Amendment. The Plan Amendment was approved by the stockholders on May 31, 2018. Solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act, the offering price per share and the aggregate offering price are based upon \$4.27, which is the per share exercise price of the option.
4. Represents 25,223 shares of the registrant's common stock issuable under the 2014 Plan as the result of an automatic annual increase on January 1, 2018 and an additional 151,300 shares of the registrant's common stock issuable under the 2014 Plan as the result of the Plan Amendment, which was approved by the stockholders on May 31, 2018.
5. The proposed maximum offering price per share has been estimated in accordance with Rule 457(c) and Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee with respect to shares reserved for future issuance based on the average of the high and low price of the registrant's common stock as quoted on the Nasdaq Capital Market on June 4, 2018.
6. Represents 5,000 shares of the registrant's common stock issuable upon exercise of a non-statutory stock options granted to two employees on June 13, 2017 as an inducement material to their acceptance of employment with the registrant, in accordance with the inducement grant exception under Nasdaq Rule 5635(c)(4). Solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act, the offering price per share and the aggregate offering price are based upon \$27.20, which is the per share exercise price of the option.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Explanatory Note Pursuant to General Instruction E of Form S-8

This Registration Statement registers additional securities of the same class as other securities for which a Registration Statement filed on Form S-8 relating to our Amended and Restated 2014 Equity and Incentive Plan (the 2014 Plan) is already effective. Pursuant to Instruction E to Form S-8, we incorporate by reference into this Registration Statement the contents of: (i) the Registration Statement we filed on Form S-8 (File No. 333-203039) with the Securities and Exchange Commission on March 26, 2015, in its entirety and including exhibits thereto, relating to the registration of 70,000 shares of our common stock, \$0.0001 par value per share, authorized for issuance under the 2014 Plan and (ii) the Registration Statement we filed on Form S-8 (File No. 333-218502) with the Securities and Exchange Commission on June 5, 2017, in its entirety and including exhibits thereto, relating to the registration of 67,300 shares of our common stock, \$0.0001 par value per share, authorized for issuance under the 2014 Plan and pursuant to non-statutory stock options granted to certain employees outside of the 2014 Plan, as an inducement material to their employment with the Company, in accordance with Nasdaq Rule 5635(c)(4). This Registration Statement provides for the registration of an additional 1,200,000 shares of our common stock authorized for issuance under the 2014 Plan pursuant to an amendment to the 2014 Plan adopted by our board and approved by the stockholders on May 31, 2018. All such shares figures included herein have been adjusted to give effect to the 1-for-20 reverse stock split effected on January 25, 2018.

On January 1, 2018, the number of shares of our common stock available for issuance under the 2014 Plan was automatically increased by an amount equal to three percent (3%) of the number of shares of common stock issued and outstanding on January 1, 2017. This Registration Statement also registers an additional 25,223 shares of our common stock resulting from the automatic annual increase effective as of January 1, 2018. Our board of directors adopted and our stockholders approved an amendment to the 2014 Plan on May 31, 2018 pursuant to which, effective January 1, 2019, the number of shares of our common stock available for issuance under the 2014 Plan will be subject to an automatic annual increase on each January 1st equal to the lesser of: (i) three and one-half percent (3.5%) of the number of shares of common stock issued and outstanding on the immediately preceding December 31st or (ii) such lesser number of shares of Stock as determined by the Compensation Committee.

In addition, this Registration Statement is being filed for the purpose of registering an aggregate of 5,000 shares of common stock issuable upon the exercise of two non-statutory stock options granted to certain employees, as an inducement material to their employment with the Company, in accordance with Nasdaq Rule 5635(c)(4).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description
3.1	<u>Amended and Restated Certificate of Incorporation of Zosano Pharma Corporation (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the SEC on February 3, 2015 (File No. 001-36570)).</u>
3.2	<u>Amended and Restated Bylaws of Zosano Pharma Corporation (incorporated by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K filed with the SEC on February 3, 2015 (File No. 001-36570)).</u>
4.1	<u>Specimen certificate evidencing shares of common stock of Zosano Pharma Corporation (incorporated by reference to Exhibit 4.1 to the registrant's Amendment No. 3 to Registration Statement on Form S-1 filed with the SEC on July 25, 2014 (File No. 333-196983)).</u>
5.1	<u>Opinion of Foley Hoag LLP. Filed herewith.</u>
23.1	<u>Consent of Marcum LLP. Filed herewith.</u>
23.2	<u>Consent of Foley Hoag LLP (included in Exhibit 5.1). Filed herewith.</u>
24.1	<u>Power of attorney (included on signature page of this Registration Statement). Filed herewith.</u>
99.1	<u>Zosano Pharma Corporation Amended and Restated 2014 Equity and Incentive Plan (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the SEC on June 5, 2018 (File No. 001-36570)).</u>
99.2	<u>Form of Zosano Pharma Corporation Nonstatutory Option Award Agreement for Inducement Option Awards (incorporated by reference to Exhibit 99.2 to the registrant's Registration Statement on Form S-8 filed with the SEC on June 5, 2017 (File No. 333-218502)).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, on June 8, 2018.

ZOSANO PHARMA CORPORATION

/s/ John Walker

Name: John Walker

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints John Walker as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the SEC, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

In accordance with the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ John Walker	President, Chief Executive Officer and Director	June 8, 2018
John Walker	<i>(Principal Executive, Financial and Accounting Officer)</i>	
/s/ Steven A. Elms	Director	June 8, 2018
Steven A. Elms		
/s/ Kenneth R. Greathouse	Director	June 8, 2018
Kenneth R. Greathouse		
/s/ Joseph P. Hagan	Director	June 8, 2018
Joseph P. Hagan		

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/s/ Troy Wilson

Director

June 8, 2018

Troy Wilson

/s/ Kleanthis G. Xanthopoulos

Director

June 8, 2018

Kleanthis G. Xanthopoulos