STERTZER SIMON H
Form 4/A
December 27, 2018

# FORM 4

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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
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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 *
STERTZER SIMON H

(Last) (First) (Middle)

C/O BIOCARDIA, INC., 125 SHOREWAY ROAD, SUITE B

(Street)

SAN CARLOS, CA 94070

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BioCardia, Inc. [BCDA]

3. Date of Earliest Transaction (Month/Day/Year)
12/24/2018

4. If Amendment, Date Original Filed(Month/Day/Year)
12/27/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/24/2018 | | P | | 1,666,666 (1) | A | $ 0.75 | 4,283,275 | I | See footnote (2) |
| Common stock | 12/24/2018 | | P | | 1,666,666 (1) | A | $ 0.75 | 2,076,346 | I | See footnote (3) |
| Common Stock | | | | | | | | 6,000 | D | |
| Common Stock | | | | | | | | 104,910 | I | See footnote (4) |

| | | | |
|---|---|---|---|
| Common Stock | 448,895 | I | See footnote (5) |

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)**

| 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) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrant (right to buy) | $ 0.75 | 12/24/2018 | | P | | 833,333 (1) | | 12/24/2018 | 12/24/2023 | Common Stock | 833,333 |
| Warrant (right to buy) | $ 0.75 | 12/24/2018 | | P | | 833,333 (1) | | 12/24/2018 | 12/24/2023 | Common Stock | 833,333 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| STERTZER SIMON H<br>C/O BIOCARDIA, INC.<br>125 SHOREWAY ROAD, SUITE B<br>SAN CARLOS, CA 94070 | X | X | | |

# Signatures

| | |
|---|---|
| /s/ David McClung, by power of attorney | 12/27/2018 |
| **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 December 24, 2018, the Issuer entered into a Securities Purchase Agreement with certain investors whereby the Stertzer Family Trust and Windrock Enterprises L.L.C. each purchased 1,666,666 shares of Common Stock of the Issuer and a warrant to purchase 833,333 shares of Common Stock of the Issuer with an exercise price of $0.75 per share.

**(2)** These securities are held by the Stertzer Family Trust, of which the Reporting Person and his spouse are co-trustees.

**(3)** These securities are held by Windrock Enterprises L.L.C., of which the Reporting Person and his spouse are the sole members and managers.

**(4)** These shares are held by the Stertzer Gamma Trust, of which the Reporting Person is the grantor.

**(5)** These shares are held by Stertzer Holdings LLC, and the Reporting Person may be deemed to have beneficial ownership of such shares.

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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