CorMedix Inc. Form 4 January 14, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **MILBY RANDY** Issuer Symbol CorMedix Inc. [CRMD] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title _ Other (specify C/O CORMEDIX INC., 745 ROUTE 01/10/2014 below) 202-206, SUITE 303 Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

BRIDGEWATER, NJ US 08807

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative Securities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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)
Stock, \$0.001 par value per					142,857	I (1)	MW Bridges LLC (1)

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

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 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and a Underlying S (Instr. 3 and	Securit
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Stock Option (right to buy)	\$ 2.02	01/10/2014		A	100,000	(2)	01/09/2024	Common Stock, \$0.001 par value per share	100
Series C-3 Non-Voting Convertible Preferred Stock (3)	\$ 1					(3)	(3)	Common Stock, \$0.001 par value per share	237
Warrant (right to purchase Common Stock) (3)	\$ 1.25					01/08/2015	01/08/2020	Common Stock, \$0.001 par value per share	118
Series C-3 Non-Voting Convertible Preferred Stock (4)	\$ 1					<u>(4)</u>	<u>(4)</u>	Common Stock, \$0.001 par value per share	13,
Warrant (right to purchase Common Stock) (4)	\$ 1.25					01/08/2015	01/08/2020	Common Stock, \$0.001 par value per share	6,5
Stock Option (right to buy)	\$ 0.9					<u>(5)</u>	03/20/2023	Common Stock, \$0.001 par value per share	500
Stock Option (right to buy)	\$ 0.68					<u>(6)</u>	12/05/2022	Common Stock, \$0.001 par value per share	100

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Warrant (right to purchase Common Stock)	\$ 0.4	<u>(7)</u>	09/20/2017	Common Stock, \$0.001 par value per share	125
Stock Option (right to buy)	\$ 0.29	<u>(8)</u>	05/14/2022	Common Stock, \$0.001 par value per share	50,

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
MILBY RANDY C/O CORMEDIX INC. 745 ROUTE 202-206, SUITE 303 BRIDGEWATER, NI US 08807	X		Chief Executive Officer			

Signatures

Alexander M. Donaldson, with a Power of Attorney for Randy
Milby

01/14/2014

**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) The reporting person beneficially owns these securities through his ownership interest in MW Bridges LLC (an entity through which he has voting and investment control).
- (2) The option vested 100% on January 10, 2014.
 - On January 8, 2014, the reporting person acquired in a private placement (i) 23,700 shares of the Company's Series C-3 Non-Voting Convertible Prefered Stock, each share is convertible into 10 shares of the Common Stock, \$0.001 par value per share at a conversion
- (3) price of \$1.00 per share; and (ii) a five-year warrant to purchase Common Stock at an exercise price of \$1.25 per share. The Series C-3 Preferred Stock and the warrants were purchased together at a purchase price of \$10.00 per share for each share of Series C-3 Preferred Stock
 - On January 8, 2014, the reporting person, through his ownership in MW Bridges LLC (an entity through which he has voting and investment control), acquired in a private placement (i) 1,300 shares of the Company's Series C-3 Non-Voting Convertible Preferred
- (4) Stock, each share is convertible into 10 shares of the Common Stock, \$0.001 par value per share at a conversion price of \$1.00 per share; and (ii) a five-year warrant to purchase Common Stock at an exercise price of \$1.25 per share. The Series C-3 Preferred Stock and the warrants were purchased together at a purchase price of \$10.00 per share for each share of Series C-3 Preferred Stock.
- (5) These options vest based on performance milestones running through December 31, 2014.
- (6) These options vested as follows: (a) fifty percent (50%) on the date of issuance of the CE Mark certification for Neutrolin in Europe, which occurred on July 5, 2013, and (b) fifty percent (50%) on December 31, 2013.
- On September 20, 2012, the reporting person, through his ownership in MW Bridges LLC (an entity through which he has voting and investment control), acquired in a private placement \$50,000 of (i) 9% Senior Convertible Notes, convertible into shaers of the Company's Common Stock, \$0.001 par value per share, at a conversion price of \$0.35 per share, which were converted on September 20, 2013; and (ii) a five-year redeemable warrant to purchase common stock at an exercise price of \$0.40 per share.

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(8) These options vested 100% upon receipt of CE Mark approval for the Company's Neutrolin product candidate on July 5, 2013.

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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