

Broadfin Capital, LLC
Form 3/A
August 07, 2018

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â KOTLER KEVIN

(Last) (First) (Middle)

C/O BROADFIN CAPITAL,
LLC,Â 300 PARK AVENUE,
25TH FLOOR

(Street)

NEW YORK,Â NYÂ 10022

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
08/07/2018

3. Issuer Name **and** Ticker or Trading Symbol

BIODELIVERY SCIENCES INTERNATIONAL INC
[BDSI]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

5. If Amendment, Date Original
Filed(Month/Day/Year)
05/23/2018

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 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)

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

SEC 1473 (7-02)

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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)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Series B Convertible Preferred Stock	Â (2)(4)	Â (3)	Common Stock 12,222,223 \$ 1.8	I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOTLER KEVIN C/O BROADFIN CAPITAL, LLC 300 PARK AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â X	Â	Â	Â
Broadfin Healthcare Master Fund Ltd 20 GENESIS CLOSE ANSBACHER HOUSE, SECOND FLOOR, P.O. BOX 1344 GRAND CAYMAN KY1-1108, E9	Â X	Â	Â	Â
Broadfin Capital, LLC 300 PARK AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â X	Â	Â	Â

Signatures

BROADFIN CAPITAL, LLC, By: /s/ Kevin Kotler, Managing Member	08/07/2018
_____ **Signature of Reporting Person	Date
/s/ Kevin Kotler	08/07/2018
_____ **Signature of Reporting Person	Date
BROADFIN HEALTHCARE MASTERFUND, LTD., By: /s/ Kevin Kotler, Director	08/07/2018
_____ **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 Common Stock and Series B Non-Voting Convertible Stock ("Series B") are held in the account of Broadfin Healthcare Master Fund, Ltd., a private investment fund managed by Broadfin Capital, LLC, and may be deemed to be beneficially owned by Kevin Kotler, managing member of Broadfin Capital, LLC. Kevin Kotler affirmatively (i) disclaims beneficial ownership of the reportable securities, (ii) states that this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 ("Section 16") of the Securities Exchange Act of 1934, as amended (the "Act") or any other purpose, except to the extent of his pecuniary interest therein, and (iii) disclaims being a "group" for purposes of Section 16.
- (2) Series B were issued in connection with an offering on May 17, 2018 (the "Offering"), pursuant to a definitive securities purchase agreement with certain institutional and accredited investors, including existing stockholders of the Company.
- (3) Series B may (i) only be converted after Shareholder Approval is granted, and (ii) not be converted if, after such conversion, the Reporting Person would beneficially own, as determined in accordance with Section 13(d) of the Act, more than 9.98% of the Common Stock outstanding immediately after giving effect to such conversion. Series B does not have an expiration date, but the issuer may force conversion of the Series B, subject to certain limitations.

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- The original Form 3 filed on May 23, 2018 is amended by this Form 3/A to reflect that the shareholders of the Company approved the
- (4) increase of the Company's authorized number of shares issued and outstanding and that the Series B shares are now convertible. No other changes have been made to the original Form 3.

Â

Remarks:

NoÂ securitiesÂ areÂ beneficiallyÂ owned.

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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