

Capponi Vincent  
Form 4  
March 02, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Capponi Vincent

(Last) (First) (Middle)

C/O CYTOSORBENTS  
CORPORATION, 7 DEER PARK  
DRIVE, SUITE K

(Street)

MONMOUTH  
JUNCTION, NJ 08852

(City) (State) (Zip)

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

Cytosorbents Corp [CTSO]

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

02/28/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Operating Officer

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(A) or Disposed of Code (D) (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)
Common Stock	02/28/2018		A	(A) or (D) Price 38,000 (2)	A \$ 0 307,451 (3)	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 5.6	02/28/2018		A	89,250	<u>(1)</u> 02/24/2027	Common Stock	89,250

## Reporting Owners

Reporting Owner Name / Address	Relationships
Capponi Vincent C/O CYTOSORBENTS CORPORATION 7 DEER PARK DRIVE, SUITE K MONMOUTH JUNCTION, NJ 08852	Director 10% Owner Officer Other  Chief Operating Officer

## Signatures

/s/ Vincent  
Capponi

03/02/2018

\_\_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 February 24, 2017, the reporting person was granted an option to purchase 105,000 shares of Common Stock pursuant to the CytoSorbents Corporation 2014 Long-Term Incentive Plan (the "Plan"), which was to vest upon achievement of certain performance goals as determined in the discretion of the Compensation Committee of the Board of Directors of CytoSorbents Corporation (the "Company"). This grant was reported on a Form 4 filed on February 28, 2017. On February 28, 2018, the Compensation Committee of the Board of Directors of the Company determined that 85% of such performance criteria was achieved during 2017, resulting in vesting of 89,250 shares underlying this option.
- (2) These shares represent restricted stock units which shall vest as to one-third of the award on each of the date of grant, the first anniversary of the date of grant, and the second anniversary of the date of grant, subject to the reporting person's continued service as of the applicable vesting date, and will be settled into common stock upon vesting.
- (3) Includes (i) the following restricted stock units ("RSUs") that will be settled into common stock upon vesting upon a "Change In Control" of CytoSorbents Corporation, as defined in the Plan: (a) 17,900 RSUs granted on February 24, 2017, (b) 54,000 RSUs granted on June 7, 2016 and (c) 125,000 RSUs granted on April 8, 2015, (ii) the following RSUs subject to vesting as to one-third of the award on each of the date of grant, the first anniversary of the date of grant, and the second anniversary of the date of grant, subject to the reporting person's continued service as of the applicable vesting date, and will be settled into common stock upon vesting: (a) 11,980 of the RSUs granted to the reporting person on February 24, 2017 and unvested as of the date hereof, (b) 7,667 of the RSUs granted on June 7, 2016 and unvested as of the date hereof and (c) 38,000 RSUs granted on February 28, 2018 and reported on this Form 4 and (iii) 52,904 shares of

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common stock owned by the reporting person.

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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