

Dayton Judd
Form 4
November 14, 2018

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 *
Dayton Judd

2. Issuer Name and Ticker or Trading Symbol
FITLIFE BRANDS, INC. [FTLF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O FITLIFE BRANDS, INC., 5214 S. 136TH STREET

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2018

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
CHIEF EXECUTIVE OFFICER

(Street)
OMAHA, NE 68137

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/12/2018 | | P | 9,500 (1) A \$ 0.455 | 1,128,601 | I | By Sudbury Holdings, LLC |
| Common Stock | | | | | 710,715 | D | |
| Common Stock | | | | | 44,400 | I | By SEP IRA |

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

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series A Preferred Stock | \$ 0.46 | 11/13/2018 | | P | 525 | 11/13/2018 | <u>(2)</u> | Common stock | 1,141, |
| Warrant | \$ 0.46 | 11/12/2018 | | P | 342,391 | 11/13/2018 | 11/13/2033 | Common Stock | 342,3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dayton Judd C/O FITLIFE BRANDS, INC. 5214 S. 136TH STREET OMAHA, NE 68137 | | | CHIEF EXECUTIVE OFFICER | |

Signatures

/s/ Dayton Judd 11/14/2018
 **Signature of Date
 Reporting Person

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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 28, 2018.
- (2) Shares of the Issuer's Series A Preferred Stock do not expire.
- (3) The Reporting Person, through Sudbury Holdings, LLC, purchased 525 units ("Units") for \$1,000 per Unit, with each Unit consisting of one share of the Issuer's Series A Preferred Stock, par value \$0.01 per share, and a five-year warrant to purchase that number of shares of the Issuer's common stock equal to 30% of the shares of the Issuer's common stock issuable upon conversion of the Series A Preferred

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purchased 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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