

BioCardia, Inc.
Form 3
October 26, 2016

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)

| | | | | | |
|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>STERTZER SIMON H</p> <p>(Last) (First) (Middle)</p> <p>C/O BIOCARDIA, INC., 125 SHOREWAY ROAD, SUITE B</p> <p>(Street)</p> <p>SAN CARLOS, CA 94070</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/24/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BioCardia, Inc. [BCDA]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

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) |
|------------------------------------|--|---|--|
| Common Stock | 30,956,710 | I | See footnote <u>(1)</u> |
| Common Stock | 1,258,925 | I | See footnote <u>(2)</u> |
| Common Stock | 5,386,743 | I | See footnote <u>(3)</u> |
| Common Stock | 4,716,171 | I | See footnote <u>(4)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
|---|--|--|--|--|---|---|---|
| | Date Exercisable | Expiration Date | Amount or Number of Shares | | | | |
| Director stock option (right to buy) | Â (5) | 11/11/2020 | Common Stock | 162,941 | \$ 0.13 | D | Â |
| Director stock option (right to buy) | Â (5) | 12/23/2020 | Common Stock | 54,307 | \$ 0.13 | D | Â |
| Director stock option (right to buy) | Â (6) | 07/09/2023 | Common Stock | 678,996 | \$ 0.15 | D | Â |

Reporting Owners

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

Signatures

/s/ Peter Altman, by power of
attorney

10/26/2016

__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) These shares are held by the Stertzer Family Trust, of which the Reporting Person and his spouse are co-trustees.
- (2) These shares are held by the Stertzer Gamma Trust, of which the Reporting Person is the grantor.
- (3) These shares are held by Stertzer Holdings LLC, and the Reporting Person may be deemed to have beneficial ownership of such shares.
- (4) These shares are held by Windrock Enterprises L.L.C., of which the Reporting Person and his spouse are sole members and managers.
- (5) The shares subject to the option are fully vested and immediately exercisable.
- (6) One-forty-eighth of the shares subject to the option vest on August 1, 2013 and each month thereafter, subject to the Reporting Person continuing as a service provider through each such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.