DST Capital LLC Form 3 January 10, 2018

FORM 3

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

OMB APPROVAL

OMB Number:

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6. Individual or Joint/Group

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 *

 DST Capital LLC

(Last) (First) (Middle)

2. Date of Event Requiring
Statement
(Month/Day/Year)

4. Relationship of Reporting
Person(s) to Issuer

4. Relationship of Reporting
Person(s) to Issuer

Filed(Month/Day/Year)

C/O BIOSTAGE, INC., 84

OCTOBER HILL ROAD, SUITE

(Check all applicable)

(Street) ____ Director __X__ 10% Owner ___ Officer ____ Other ___ (give title below) (specify below)

Filing(Check Applicable Line)

_X_Form filed by One Reporting
Person

____Form filed by More than One
Reporting Person

HOLLISTON, MAÂ 01746

(State)

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)

(City)

2. Amount of Securities Beneficially Owned (Instr. 4) 3. 4. Nature of Indirect Beneficial
Ownership Ownership
Form: (Instr. 5)
Direct (D)

or Indirect
(I)
(Instr. 5)

Common Stock 500,000 D Â

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

(Zip)

SEC 1473 (7-02)

Derivative

Security:

Persons who respond to the collection of 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)

3. Title and Amount of 6. Nature of Indirect 1. Title of Derivative Security 2. Date Exercisable and 4. 5. **Expiration Date** Securities Underlying Conversion Ownership Beneficial (Instr. 4) (Month/Day/Year) Derivative Security or Exercise Form of Ownership (Instr. 4) Price of Derivative (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrant (right to buy)	12/27/2017	12/27/2022	Common Stock	2,340,000	\$ 2	D	Â
Series D Convertible Preferred Stock	12/27/2017	(1)	Common Stock	1,500,000	\$ 2	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships		
1	Director	10% Owner	Officer	Other
DST Capital LLC				
C/O BIOSTAGE, INC.	Â	ÂΧ	â	â
84 OCTOBER HILL ROAD, SUITE 11	А	АЛ	А	A
HOLLISTON, MA 01746				

Signatures

/s/ Chad Porter, by power of attorney

**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 shares of Series D Convertible Preferred Stock have no expiration date.

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Remarks:

Exhibit List: Exhibit 24 - Limited Power of Attorney

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.

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