

Chen Shu-Chih  
Form 4  
May 31, 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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Chen Shu-Chih

(Last) (First) (Middle)

C/O ATOSSA GENETICS  
INC., 107 SPRING STREET

(Street)

SEATTLE, WA 98104

(City) (State) (Zip)

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

ATOSSA GENETICS INC [ATOS]

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

05/30/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

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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)**

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

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| (Instr. 3)                                    | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code  | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------|------------------------------------|------------------|------------|---------------------------------------------------------------------|-------|---|-----|-----|---------------------|--------------------|-----------------|----------------------------------------|
| Series B<br>Convertible<br>Preferred<br>Stock | \$ 3.52 <sup>(1)</sup>             | 05/30/2018       | P          | V                                                                   | 8     |   |     |     | 05/30/2018          | <sup>(2)</sup>     | Common<br>Stock | 2,273<br><sup>(3)</sup>                |
| Warrants                                      | \$ 4.05                            | 05/30/2018       | P          | V                                                                   | 2,272 |   |     |     | 05/30/2018          | 05/30/2022         | Common<br>Stock | 2,272                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships                    |
|-------------------------------------------------------------------------------------|----------------------------------|
|                                                                                     | Director 10% Owner Officer Other |
| Chen Shu-Chih<br>C/O ATOSSA GENETICS INC.<br>107 SPRING STREET<br>SEATTLE, WA 98104 | X                                |

## Signatures

/s/ Shu-Chih Chen,  
Ph.D. 05/31/2018

                     \*\*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) Each share of Series B Convertible Preferred Stock is convertible into the number of shares of Common Stock equal to the stated value of \$1,000 divided by \$3.52.
- (2) Shares of Series B Convertible Preferred Stock do not expire.
- (3) No fractional shares will be issued upon conversion. At its election, the Company will either issue a cash adjustment or round up to the next whole share. The number reflected here assumes rounding up to the next whole share.
- (4) Shares of Series B Convertible Preferred Stock and Warrants were issued as part of a unit, with each unit consisting of one share of Series B Convertible Preferred Stock and 284 Warrants.
- (5) Securities are owned by Ensisheim Partners, LLC ("Ensisheim"). Shu-Chih Chen, Ph.D. and Steven C. Quay, M.D., Ph.D., share voting and investment power over the securities held by Ensisheim. Ensisheim is solely owned and controlled by Drs. Chen and Quay, and, as a result, Drs. Chen and Quay are deemed to be beneficial owners of the shares held by this entity.

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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