

Ratcliffe Liam
Form 4
March 18, 2019

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 *
Ratcliffe Liam

(Last) (First) (Middle)

C/O NEW LEAF VENTURES, TIMES SQ. TWR., 7 TIMES SQUARE, STE 3502

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Edge Therapeutics, Inc. [EDGE]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2019

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code		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 (Instr. 4)	
			Code	V	Amount	(D)				Price
Common Stock	03/15/2019		M ⁽¹⁾		10,000	A	\$ 0	10,000	D	
Common Stock								1,172,434	I	See footnote ⁽²⁾
Common Stock								1,172,434	I	See Footnote ⁽³⁾

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)	8. Amount or Number of Shares
Restricted Stock Units	(4)	03/15/2019		M ⁽¹⁾	10,000	(5) (6)	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Ratcliffe Liam C/O NEW LEAF VENTURES TIMES SQ. TWR., 7 TIMES SQUARE, STE 3502 NEW YORK, NY 10036				X
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Signatures

/s/ Andrew Saik, attorney-in-fact 03/18/2019

**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) Vesting of RSUs granted to the Reporting Person on August 14, 2018.
New Leaf Growth Fund I, L.P. ("NLG I") is the direct beneficial owner of the securities reported. New Leaf Growth Associates I, L.P. ("NLG Growth Associates") is the sole general partner of NLG I. New Leaf Venture Management III, L.L.C. ("NLV Management III") is the sole general partner of NLG Growth Associates. New Leaf Venture Partners, L.L.C. (the "Management Company") is the Management Company of NLG I. Philippe Chambon, Jeani Delagardelle, Ronald Hunt, Vijay Lathi and Liam Ratcliffe are the Managers of NLV Management III. These individuals and Craig L. Slutzkin are officers of the Management Company. The Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NLG I in which such Reporting Person has no pecuniary interest. Cancel
- (3) New Leaf Ventures III, L.P. ("NLV III") is the direct beneficial owner of the securities reported. New Leaf Venture Associates III, L.P. ("NLV Associates III") is the sole general partner of NLV III. New Leaf Venture Management III, L.L.C. ("NLV Management III") is the sole general partner of NLV Associates III. New Leaf Venture Partners, L.L.C. (the "Management Company") is the Management

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Company of NLV III. Philippe Chambon, Jeani Delagardelle, Ronald Hunt, Vijay Lathi and Liam Ratcliffe are the Managers of NLV Management III. These individuals and Craig L. Slutzkin are officers of the Management Company. The Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NLV III in which such Reporting Person has no pecuniary interest.

- (4) Each restricted stock unit represents a contingent right to receive one share of Edge common stock upon the vesting of such unit.
- (5) These restricted stock units shall become exercisable upon the achievement of certain performance or time based criteria.
- (6) Expiration date is not applicable as the vested restricted stock units shall be settled on the first business day following the date that such restricted stock units vest.

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.