

Alliqua, Inc.
Form 4
July 03, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Harborview Value Master Fund, L.P.

2. Issuer Name and Ticker or Trading Symbol
Alliqua, Inc. [[ALQA]]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
850 THIRD AVENUE, SUITE 1801

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2012

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

(Street)

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

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

NEW YORK, NY 10022

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/28/2013		A		8,144,719	A	(5) 35,259,015
						I	See Footnotes (1) (2) (3) (4)
Common Stock	06/28/2013		P		617,284	A	(6) 35,876,299
						I	See Footnotes (1) (2) (3) (4)

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Stock Option (right to buy)	\$ 0.2	05/31/2012		A	5,000,000 (7)	(8) 05/31/2022	Common Stock 5,000
Stock Option (right to buy)	\$ 0.2	05/31/2012		A	500,000 (9)	(8) 05/31/2022	Common Stock 500
Common Stock Warrants (right to buy)	\$ 0.097	06/28/2013		A	617,284	06/28/2013 06/28/2018	Common Stock 617

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harborview Value Master Fund, L.P. 850 THIRD AVENUE, SUITE 1801 NEW YORK, NY 10022	X	X	-	
Harborview Capital Management, LLC 850 THIRD AVENUE, SUITE 1801 NEW YORK, NY 10022	X	X		
ROSENBLUM RICHARD 850 THIRD AVENUE, SUITE 1801 NEW YORK, NY 10022	X	X		
STEFANSKY DAVID 850 THIRD AVENUE, SUITE 1801 NEW YORK, NY 10022	X	X		

Signatures

HARBORVIEW VALUE MASTER FUND, L.P., By: Harborview Advisors, LLC, Its:
General Partner, By: /s/ David Stefansky, Name: David Stefansky, Title: Managing Member

07/03/2013

__Signature of Reporting Person

Date

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HARBORVIEW ADVISORS, LLC, By: /s/ David Stefansky, Name: David Stefansky, Title: Managing Member	07/03/2013
__Signature of Reporting Person	Date
HARBORVIEW CAPITAL MANAGEMENT, LLC, By: /s/ David Stefansky, Name: David Stefansky, Title: Managing Member	07/03/2013
__Signature of Reporting Person	Date
RICHARD ROSENBLUM, /s/ Richard Rosenblum, Name: Richard Rosenblum	07/03/2013
__Signature of Reporting Person	Date
DAVID STEFANSKY, /s/ David Stefansky, Name: David Stefansky	07/03/2013
__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) This statement is jointly filed by and on behalf of each of Harborview Value Master Fund, L.P. ("Harborview Value Fund"), Harborview Advisors, LLC ("Harborview Advisors"), Harborview Capital Management, LLC ("Harborview Management"), Richard Rosenblum and David Stefansky. Harborview Value Fund, Harborview Management and Messrs. Rosenblum and Stefansky are the record and direct beneficial owners of the securities covered by this statement. Harborview Advisors is the general partner of, and may be deemed to beneficially own securities owned by, Harborview Value Fund. Messrs. Rosenblum and Stefansky are the managing members of, and may be deemed to beneficially own securities owned by, each of Harborview Advisors and Harborview Management.

(2) Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

(3) Each reporting person may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for purposes of Section 13(d) or 13(g) of the Act. Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the Issuer or securities of the Issuer.

(4) Includes, prior to the acquisitions reported on this Form 4, (a) 14,227,394 shares of common stock directly beneficially owned by Harborview Value Fund, (b) 310,000 shares of common stock directly beneficially owned by Harborview Management, (c) 4,028,571 shares of common stock directly beneficially owned by Mr. Rosenblum, (d) 617,284 shares of common stock owned by The Corbran, LLC, an entity controlled by Mr. Rosenblum, and (d) 7,931,047 shares of common stock directly beneficially owned by Mr. Stefansky.

(5) On June 28, 2013, in consideration of a consulting agreement entered into between the Issuer and Mr. Rosenblum in connection with a separation and release agreement between the Issuer and Mr. Rosenblum that terminated Mr. Rosenblum's employment agreement with the Issuer, the Issuer, among other things, issued to Mr. Rosenblum 8,144,719 shares of common stock.

(6) Mr. Stefansky purchased, as part of a private placement transaction on June 28, 2013, 617,284 units at a price per unit of \$0.081, with each unit consisting of 1 share of common stock and a warrant to purchase 1 share of common stock at an exercise price of \$0.097 per share.

(7) Represents stock option to purchase 5,000,000 shares of common stock granted to and accepted by Mr. Stefansky on May 31, 2012 pursuant to the Alliqua, Inc. 2011 Long-Term Incentive Plan, pursuant to Mr. Stefansky's employment agreement with the Issuer.

(8) The option vests in three equal annual installments beginning on May 31, 2013.

(9) Represents stock option to purchase 500,000 shares of common stock granted outside of the Issuer's stock option plans, granted to and accepted by Mr. Stefansky on May 31, 2012, pursuant to Mr. Stefansky's employment agreement with the Issuer.

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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