

REPOS THERAPEUTICS INC.

Form SC 13G/A

January 02, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Amendment No. 1)

Under the Securities Exchange Act of 1934

Repos Therapeutics Inc.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

76028H209

(CUSIP Number)

January 2, 2018

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. **76028H209** 13G/A Page 2 of 9 Pages

	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION
1.	NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Rosalind Advisors, Inc.
	CHECK THE
	APPROPRIATE BOX IF
2.	A MEMBER OF A GROUP
	(see instructions)
	(a) ☐
	(b) ☐
3.	SEC USE ONLY
	CITIZENSHIP OR PLACE
4.	OF ORGANIZATION
	ONTARIO, CANADA
	SOLE
	VOTING
5.	POWER
	0
	SHARED
NUMBER OF	VOTING
SHARES	POWER
6.	
BENEFICIALLY	3,332,292
OWNED BY	SOLE
EACH	DISPOSITIVE
REPORTING	POWER
PERSON WITH	7.
	0
	SHARED
	DISPOSITIVE
8.	POWER
	3,332,292
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

3,332,292

10. CHECK IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
(see instructions) ..
PERCENT OF CLASS
REPRESENTED BY
11. AMOUNT IN ROW (9)

8.4%¹

12. TYPE OF REPORTING
PERSON (see instructions)

CO

¹ This percentage is calculated based upon 39,555,133 shares of the Issuer's common stock outstanding as of November 7, 2017.

CUSIP No. **76028H209** 13G/A Page 3 of 9 Pages

	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION
1.	NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Steven Salamon
	CHECK THE
	APPROPRIATE BOX IF
	A MEMBER OF A
2.	GROUP
	(see instructions)
	(a) ☐
	(b) ☐
3.	SEC USE ONLY
	CITIZENSHIP OR PLACE
4.	OF ORGANIZATION
	ONTARIO, CANADA
	SOLE
	VOTING
5.	POWER
	0
	SHARED
	VOTING
6.	POWER
NUMBER OF	3,332,292
SHARES	SOLE
BENEFICIALLY	DISPOSITIVE
OWNED BY	POWER
EACH	7.
REPORTING	
PERSON WITH	
	0
	SHARED
	DISPOSITIVE
8.	POWER
	3,332,292
9.	AGGREGATE AMOUNT
	BENEFICIALLY OWNED
	BY EACH REPORTING

PERSON

3,332,292

10. CHECK IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
(see instructions) ..
PERCENT OF CLASS
REPRESENTED BY
11. AMOUNT IN ROW (9)

8.4%²

12. TYPE OF REPORTING
PERSON (see instructions)

IN

² This percentage is calculated based upon 39,555,133 shares of the Issuer's common stock outstanding as of November 7, 2017.

CUSIP No. **76028H209** 13G/A Page 4 of 9 Pages

	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION
1.	NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Rosalind Master Fund L.P.
	CHECK THE
	APPROPRIATE BOX IF
	A MEMBER OF A
2.	GROUP
	(see instructions)
	(a) ☐
	(b) ☐
3.	SEC USE ONLY
	CITIZENSHIP OR PLACE
4.	OF ORGANIZATION
	CAYMAN ISLANDS
	SOLE
	VOTING
5.	POWER
	0
	SHARED
	VOTING
6.	POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	3,332,292
	SOLE
	DISPOSITIVE
7.	POWER
	0
	SHARED
	DISPOSITIVE
8.	POWER
	3,332,292
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

3,332,292

10. CHECK IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
(see instructions) "

11. PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

8.4%³

12. TYPE OF REPORTING
PERSON (see instructions)

PN

³ This percentage is calculated based upon 39,555,133 shares of the Issuer's common stock outstanding as of November 7, 2017.

CUSIP No. **76028H209** 13G/A Page 5 of 9 Pages

	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION
	NOS. OF ABOVE
1.	PERSONS (ENTITIES ONLY)
	Rosalind Capital Partners L.P.
	CHECK THE
	APPROPRIATE BOX IF
2.	A MEMBER OF A GROUP
	(see instructions)
	(a) ☐
	(b) ☐
3.	SEC USE ONLY
	CITIZENSHIP OR PLACE
4.	OF ORGANIZATION
	ONTARIO, CANADA
	SOLE
	VOTING
5.	POWER
	0
	SHARED
6.	VOTING
	POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0
	SOLE
7.	DISPOSITIVE
	POWER
	0
	SHARED
8.	DISPOSITIVE
	POWER
	0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED

BY EACH REPORTING
PERSON

0

10. CHECK IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
(see instructions) ..
PERCENT OF CLASS
REPRESENTED BY
11. AMOUNT IN ROW (9)

0%⁴

12. TYPE OF REPORTING
PERSON (see instructions)

PN

⁴ This percentage is calculated based upon 39,555,133 shares of the Issuer's common stock outstanding as of November 7, 2017. As a result of the restructuring of RCP as a feeder of RMF on January 1, 2018, all shares owned by RCP were transferred to RMF.

CUSIP No. **76028H209** 13G/A Page 6 of 9 Pages

Item 1.

(a) Name of Issuer: REPROS THERAPEUTICS INC.

Address of Issuer's Principal Executive Offices
(b) 2408 Timberloch Place, Suite B-7

The Woodlands, TX 77380, United States

Item 2.

Name of Person Filing

Rosalind Advisors, Inc. ("Advisor" to RCP & RMF)

(a) Rosalind Master Fund L.P. ("RMF")

Rosalind Capital Partners L.P. ("RCP")

Steven Salamon ("President")

Steven Salamon is the portfolio manager of the Advisor which advises RCP & RMF.

(b) Address of the Principal Office or, if none, residence
Rosalind Advisors, Inc.

175 Bloor Street East

Suite 1316, North Tower

Toronto, Ontario

M4W 3R8 Canada

Rosalind Master Fund L.P.

P.O. Box 309

Ugland House, Grand Cayman

KY1-1104, Cayman Islands

Rosalind Capital Partners L.P.

175 Bloor Street East

Suite 1316, North Tower

Toronto, Ontario

M4W 3R8 Canada

Steven Salamon

175 Bloor Street East

Suite 1316, North Tower

Toronto, Ontario

M4W 3R8 Canada

Citizenship

Rosalind Advisors, Inc.: Ontario, Canada

Rosalind Master Fund L.P.: Cayman Islands

(c)

Rosalind Capital Partners L.P.: Ontario, Canada

Steven Salamon: Ontario, Canada

(d) Title of Class of Securities
Common Stock

(e) CUSIP Number
76028H209

CUSIP No. **76028H209** 13G/A Page 7 of 9 Pages

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a)
 - Amount
beneficially
owned:
 - Rosalind Master
Fund L.P. is the
record owner of
3,332,292 shares
of common
stock.
 - Rosalind Capital
Partners L.P. is
the record owner
of 0 shares of
common stock.

Rosalind
Advisors, Inc. is
the investment
advisor to RCP
and RMF and
may be deemed
to be the
beneficial owner
of shares held by
RCP and RMF.
Steven Salamon
is the portfolio
manager of the
Advisor and may
be deemed to be
the beneficial
owner of shares
held by RCP and
RMF.
Notwithstanding
the foregoing,
the Advisor and
Mr. Salamon
disclaim
beneficial
ownership of the
shares.

Percent of
class:

Rosalind
Advisors, Inc. –
8.4%

(b) Rosalind Master
Fund L.P. – 8.4%

Rosalind Capital
Partners L.P. –
0%

Steven Salamon –
8.4%

CUSIP No. **76028H209** 13G/A Page 8 of 9 Pages

- (c) Number of shares as to which the person has:
- Shared power to vote or to direct the vote
- Rosalind Advisors, Inc. – 3,332,292
- (i) Rosalind Master Fund L.P. – 3,332,292
- Rosalind Capital Partners L.P. – 0
- Steven Salamon – 3,332,292
- (ii) Sole power to dispose or to direct the disposition of – 0
- (iii) Shared power to dispose or to direct the disposition of

Rosalind
Advisors,
Inc. –
3,332,292

Rosalind
Master
Fund L.P. –
3,332,292

Rosalind
Capital
Partners
L.P. – 0

Steven
Salamon –
3,332,292

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Instruction. Dissolution of a group requires a response to this item.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Item 7–9Not Applicable.

CUSIP No. **76028H209** 13G/A Page 9 of 9 Pages

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

01/02/2018

Date

/s/ Steven Salamon

Signature

Steven Salamon/President Rosalind Advisors, Inc.

Name/Title