NephroGenex, Inc. Form 4 May 16, 2014

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Mitchum James P.

(First)

(Middle) (Last)

C/O NEPHROGENEX, INC., 79 T.W. ALEXANDER DRIVE

(Street)

2. Issuer Name and Ticker or Trading Symbol

NephroGenex, Inc. [NRX]

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

05/15/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287 January 31,

Expires:

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response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

below)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Amount of

Securities

Following

Owned

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

RESEARCH TRIANGLE PARK, NC 27709

(City)

1.Title of

Security

(Instr. 3)

(State)

(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed Execution Date, if

anv

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) Code

(Instr. 3, 4 and 5) (Instr. 8)

(A) or

Code V Amount (D) Price

6. Individual or Joint/Group Filing(Check

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number Transaction Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Underlying Securities D (Instr. 3 and 4) Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Purchase Common Stock	\$ 11.9	05/15/2014(1)		A		3,076		(2)	02/13/2024	Common Stock	3,076

Relationshine

Reporting Owners

Reporting Owner Name / Address	reactions in po						
	Director	10% Owner	Officer	Other			
num James P.							

Mitchum James P.
C/O NEPHROGENEX, INC.
79 T.W. ALEXANDER DRIVE
RESEARCH TRIANGLE PARK, NC 27709

Signatures

/s/ Pierre Legault, as
attorney-in-fact 05/16/2014
**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).
- The option grant was approved by NephroGenex, Inc.'s board of directors on February 14, 2014, subject to shareholder approval of an amendment to the stock option plan under which the option was granted. NephroGenex, Inc.'s shareholders approved the amended plan on May 15, 2014.
- (2) 25% of the option vests on February 14, 2015 and 2.0833% of the option will vest on a monthly basis in each of the following 36 months thereafter.

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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