

Onconova Therapeutics, Inc.

Form 4

August 01, 2013

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
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *

Michael & Jane Hoffman 2013

Descendants

2. Issuer Name and Ticker or Trading

Symbol

Onconova Therapeutics, Inc.

[ONTX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

712 FIFTH AVENUE, 36TH
FLOOR

(Street)

NEW YORK, NY 10019

3. Date of Earliest Transaction

(Month/Day/Year)

07/30/2013

____ Director

____ Officer (give title
below)

____X____ 10% Owner

____ Other (specify
below)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person

____ Form filed by More than One Reporting
Person

(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	07/30/2013		C		83,857	A <u>(1)</u>	728,517	D	
Common Stock	07/30/2013		C		105,363	A <u>(2)</u>	833,880	D	
Common Stock	07/30/2013		C		266,712	A <u>(3)</u>	1,100,592	D	
Common Stock	07/30/2013		C		476,087	A <u>(4)</u>	1,576,679	D	
Common Stock	07/30/2013		C		85,744	A <u>(5)</u>	1,662,423	D	

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Common Stock	07/30/2013	C	172,411	A	<u>(6)</u>	1,834,834	D
Common Stock	07/30/2013	C	226,024	A	<u>(7)</u>	2,060,858	D
Common Stock	07/30/2013	C	1,226,942	A	<u>(8)</u>	3,287,800	D
Common Stock	07/30/2013	P	1,000,000	A	\$ 15	4,287,800	D

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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series B Convertible Preferred Stock	<u>(1)</u>	07/30/2013		C	99,350	<u>(1)</u> <u>(1)</u>	Common Stock 83,8
Series C Convertible Preferred Stock	<u>(2)</u>	07/30/2013		C	140,449	<u>(2)</u> <u>(2)</u>	Common Stock 105,3
Series D Convertible Preferred Stock	<u>(3)</u>	07/30/2013		C	355,528	<u>(3)</u> <u>(3)</u>	Common Stock 266,7
Series E Covertible Preferred Stock	<u>(4)</u>	07/30/2013		C	634,625	<u>(4)</u> <u>(4)</u>	Common Stock 476,0
Series F Convertible Preferred Stock	<u>(5)</u>	07/30/2013		C	111,227	<u>(5)</u> <u>(5)</u>	Common Stock 85,7

Series G Convertible Preferred Stock	<u>(6)</u>	07/30/2013	C	229,825	<u>(6)</u>	<u>(6)</u>	Common Stock	172,4
Series H COnvertible Preferred Stock	<u>(7)</u>	07/30/2013	C	301,290	<u>(7)</u>	<u>(7)</u>	Common Stock	226,0
Series I Convertible Preferred Stock	<u>(8)</u>	07/30/2013	C	1,635,514	<u>(8)</u>	<u>(8)</u>	Common Stock	1,226

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Michael & Jane Hoffman 2013 Descendants 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019			X	

Signatures

/s/ Ajay Bansal, as attorney
in fact

07/30/2013

__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) The Series B Convertible Preferred Stock converted into Common Stock on a 0.85-for-1 basis and had no expiration date.
- (2) The Series C Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (3) The Series D Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (4) The Series E Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (5) The Series F Convertible Preferred Stock converted into Common Stock on a 0.77-for-1 basis and had no expiration date.
- (6) The Series G Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (7) The Series H Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (8) The Series I Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.

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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