

ONCOSEC MEDICAL Inc
 Form 4
 December 16, 2016

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 *
DHILLON PUNIT

(Last) (First) (Middle)

5820 NANCY RIDGE DRIVE

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ONCOSEC MEDICAL Inc [ONCS]

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

12/14/2016

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)

President and CEO

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 (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D)		Date Exercisable	Expiration Date	Title
				(A)	(D)			
Employee Stock Option (right to buy) <u>(1)</u>	\$ 4.2	12/14/2016	D		25,000	<u>(2)</u>	04/25/2022	Common Stock
Employee Stock Option (right to buy) <u>(1)</u>	\$ 4.6	12/14/2016	D		12,500	<u>(4)</u>	02/08/2023	Common Stock
Non-qualified Stock Option (right to buy) <u>(5)</u>	\$ 16.1	12/14/2016	D		100,000	<u>(6)</u>	03/07/2024	Common Stock
Employee Stock Option (right to buy) <u>(1)</u>	\$ 7.6	12/14/2016	D		25,000	<u>(7)</u>	03/03/2025	Common Stock
Employee Stock Option (right to buy) <u>(1)</u>	\$ 5.76	12/14/2016	D		500,000	<u>(8)</u>	08/21/2025	Common Stock
Employee Stock Option (right to buy) <u>(1)</u>	\$ 1.29	12/14/2016	A	314,583		<u>(9)</u>	12/14/2026	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DHILLON PUNIT 5820 NANCY RIDGE DRIVE SAN DIEGO, CA 92121	X		President and CEO	

Signatures

/s/ Punit Dhillon 12/16/2016

**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) These stock options were granted as Incentive Stock Options only to the extent that the \$100,000 dollar limitation of 26 U.S.C. ss.422(d) is not exceeded; anything beyond that is deemed a Non-qualified Stock Option.
- (2) The stock options were scheduled to fully vest on April 25, 2015, the third anniversary of the grant date.
On December 14, 2016, OncoSec Medical Incorporated cancelled, pursuant to its Stock Option Exchange Program, options previously granted to and held by the reporting person to purchase 25000 shares (previously granted on April 25, 2012), 12500 shares (previously granted on February 8, 2013), 100000 shares (previously granted on March 7, 2014), 25000 shares (previously granted on March 3, 2015), and 500000 shares (previously granted on August 21, 2015) of common stock. In exchange, and subject to the terms of the Stock Option Exchange Program, the reporting person received a replacement option for 314583 shares of common stock with an exercise price of \$1.29 per share.
- (3) The stock options were scheduled to fully vest on February 8, 2016, the third anniversary of the grant date.
- (4) These stock options were granted as Non-qualified stock options.
- (5) The stock options were scheduled to fully vest on March 7, 2017, the third anniversary of the grant date.
- (6) The stock options were scheduled to fully vest on March 3, 2018, the third anniversary of the grant date.
- (7) The stock options were scheduled to fully vest on August 21, 2018, the third anniversary of the grant date.
- (8) The stock options granted on December 14, 2016 will vest on the following schedule: 25% vested on the grant date; 1/36th of the remaining 75% will vest on each of the 36 subsequent monthly anniversaries of the grant date.
- (9)

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.