

ONCOSEC MEDICAL Inc
 Form 4
 March 08, 2016

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 *
DHILLON AVTAR S

(Last) (First) (Middle)

C/O ONCOSEC MEDICAL
 INCORPORATED, 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)

03/04/2016

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)

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 Following 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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Am Underlying Sec |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | |
|---------------------------------|--|----------------------|-----------------|---|------------------|------------------|---------------------------|---------------------------|--------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Option to Purchase Common Stock | \$ 2.02 | 03/04/2016 | A | | 12,500 | | 03/04/2016 ⁽¹⁾ | 03/04/2026 | Common Stock |
| Restricted Stock Units | <u>(2)</u> | 03/04/2016 | A | | 100,000 | | 03/04/2019 ⁽³⁾ | 03/04/2019 ⁽³⁾ | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DHILLON AVTAR S
C/O ONCOSEC MEDICAL INCORPORATED
5820 NANCY RIDGE DRIVE
SAN DIEGO, CA 92121

X

Signatures

***s/ Sheela Mohan-Peterson, Attorney-in-fact for Avtar

Dhillon

03/08/2016

 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) Equal monthly vesting over one year.
- (2) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (3) 100% of the restricted stock units are scheduled to vest on March 4, 2019, assuming continued service through the applicable vesting date.

Remarks:

***Exhibit List: Exhibit No. 24 - Limited Power of Attorney for Section 13 and Section 16 Filings - CE

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.