

AmpliPhi Biosciences Corp
Form 4
April 12, 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 *
COOK JEREMY CURNOCK

(Last) (First) (Middle)

C/O AMPLIPHI BIOSCIENCES CORPORATION, 3579 VALLEY CENTRE DRIVE, SUITE 100

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AmpliPhi Biosciences Corp [APHB]

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

03/16/2015

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/16/2015		P		68,455	A	\$ 8.25	188,455	I	See Footnote (1)
Common Stock	04/08/2016		C		208,150	A	(2)	396,605	I	See Footnote (1)
Common Stock	04/08/2016		P		171,298	A	(3)	567,903	I	See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Warrant to Purchase Common Stock	\$ 10.75	03/16/2015		P		17,114		<u>(4)</u>	03/16/2020	Common Stock
Series B Convertible Preferred Stock	<u>(6)</u>	04/08/2016		P		326,468		<u>(6)</u>	<u>(6)</u>	Common Stock
Warrant to Purchase Common Stock	\$ 4.05	04/08/2016		P		34,184		<u>(4)</u>	03/31/2021	Common Stock
Series B Convertible Preferred Stock	<u>(2)</u>	04/08/2016		C		1,040,753		<u>(2)</u>	<u>(2)</u>	Common Stock
Warrant to Purchase Common Stock	\$ 7	04/08/2016		D		35,714		<u>(4)</u>	06/26/2018	Common Stock
Warrant to Purchase Common Stock	\$ 4.05	04/08/2016		A		35,714		<u>(4)</u>	03/31/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOK JEREMY CURNOCK	X			

C/O AMPLIPHI BIOSCIENCES CORPORATION
3579 VALLEY CENTRE DRIVE, SUITE 100
SAN DIEGO, CA 92130

Signatures

/s/ Jeremy Curnock
Cook

04/12/2016

__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).

The shares are held by One Funds Management Limited as Trustee for Asia Pacific Healthcare Fund II ("One Funds Management"). The

(1) Reporting Person may be deemed to have shared voting and dispositive power over the shares beneficially owned by One Funds Management but disclaims such beneficial ownership, except to the extent of his pecuniary interest therein, if any.

(2) Each 5 shares of Series B Convertible Preferred Stock converted into one share of the Issuer's common stock for no additional consideration and had no expiration date

The Shares were issued pursuant to a Common Stock Issuance Agreement dated April 8, 2016 (the "Agreement") between the Issuer and certain holders of the Issuer's Series B Preferred Stock (the "Holders"). As consideration for the Shares, among other things, the Holders

(3) waived their right to receive certain cash payments to which they were entitled upon the conversion of their Series B Preferred Stock and also waived certain registration rights relating to certain future registration statements or public offerings that may be filed or conducted by the Issuer.

(4) Immediately exercisable.

The warrant is held by Phillip Asset Management. The Reporting Person may be deemed to have shared voting and dispositive power

(5) over the shares beneficially owned by Phillip Asset Management but disclaims such beneficial ownership, except to the extent of his pecuniary interest therein, if any.

(6) The Series B Preferred Stock has no expiration date and is convertible at any time at the option of the holder at a conversion ratio of one share of Common Stock for every 5 shares of Series B Preferred Stock.

(7) The holder agreed to the amendment of the warrant issued to it by the Issuer on June 26, 2013 in order to reduce the exercise price of such warrant from \$7.00 per share to \$4.05 per share and extend the expiration date thereof from June 26, 2018 to March 31, 2021.

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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