

Cohen David Seth
 Form 4/A
 April 19, 2019

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 *
 Cohen David Seth

(Last) (First) (Middle)

C/O PRECIPIO, INC., 4 SCIENCE PARK

(Street)

NEW HAVEN, CT 06511

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Precipio, Inc. [PRPO]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/29/2018

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/14/2018

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | |
| | | | | | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amount |
|--------------------------------|------------------------------|------------------|------------------|--|------------------|-----------------|--------------|--------|
| 8% Convertible Promissory Note | \$ 0.29 | 11/29/2018 | A ⁽¹⁾ | \$ 54,945.05 | 11/29/2018 | ⁽¹⁾ | Common Stock | 18 |
| Warrant | \$ 0.36 | 11/29/2018 | A ⁽¹⁾ | 189,466 | 05/29/2019 | 05/29/2024 | Common Stock | 18 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cohen David Seth C/O PRECIPPIO, INC., 4 SCIENCE PARK NEW HAVEN, CT 06511 | X | | | |

Signatures

/s/ David Cohen 04/19/2019
 __Signature of Date
 Reporting Person

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) On November 28, 2018, and pursuant to a private offering of derivative securities of Precipio, Inc. (the "Company"), the Company entered into a securities purchase agreement (the "Agreement") with Mr. Cohen, pursuant to which the Company sold an 8% convertible promissory note (the "Note") and warrants (the "Warrants") to purchase shares of common stock, par value \$0.01, of the Company ("Shares") to Mr. Cohen for an aggregate purchase price of \$54,945.05. The Note is immediately exercisable at an exercise price of \$0.29 per Share and expires on the earlier of November 28, 2019 and the closing of a certain contemplated offering of the Company's securities. The Warrants have an exercise price of \$0.36 per Share and the number of Shares underlying the Warrants is equal to the amount of Shares which the Note is convertible into.

Remarks:

This Form 4 amendment is being filed to correct the original Form 4 filed on December 14, 2018 and the first amendment to the

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.