

Jenkins Barry J.  
Form 4  
March 07, 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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Jenkins Barry J.

(Last) (First) (Middle)

11475 GREAT OAKS WAY, SUITE  
150

(Street)

ALPHARETTA, GA 30022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

SANUWAVE Health, Inc. [SNWV]

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

02/21/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock,<br>\$0.001 par<br>value |                                         |                                                             | Code                                 | V Amount (D) Price                                                         | 202,242                                                                                                            | 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)

# Edgar Filing: Jenkins Barry J. - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |         | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                                          |                               |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------|----------------------------------------------------------------|--------------------|------------------------------------------|-------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                   | (A)                                                            | (D)     | Date<br>Exercisable                                            | Expiration<br>Date | Title                                    | Amount<br>Number of<br>Shares |
| Options                                             | \$ 2.92                                                               | 02/21/2013                              |                                                             | D                                       |                                                                                                     |                                                                | 356,037 | <u>(2)</u>                                                     | 10/24/2016         | Common<br>Stock,<br>\$0.001<br>par value | 356,037                       |
| Options                                             | \$ 5.25                                                               | 02/21/2013                              |                                                             | D                                       |                                                                                                     |                                                                | 121,722 | <u>(3)</u>                                                     | 10/24/2016         | Common<br>Stock,<br>\$0.001<br>par value | 121,722                       |
| Options                                             | \$ 4.05                                                               | 02/21/2013                              |                                                             | D                                       |                                                                                                     |                                                                | 20,000  | <u>(4)</u>                                                     | 01/29/2020         | Common<br>Stock,<br>\$0.001<br>par value | 20,000                        |
| Options                                             | \$ 2                                                                  | 02/21/2013                              |                                                             | D                                       |                                                                                                     |                                                                | 175,000 | <u>(5)</u>                                                     | 11/01/2020         | Common<br>Stock,<br>\$0.001<br>par value | 175,000                       |
| Options                                             | \$ 0.35                                                               | 02/21/2013                              |                                                             | A                                       |                                                                                                     | 822,759                                                        |         | <u>(6)</u>                                                     | 02/21/2023         | Common<br>Stock,<br>\$0.001<br>par value | 822,759                       |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships                                               |
|-----------------------------------------------------------------------------|-------------------------------------------------------------|
| Jenkins Barry J.<br>11475 GREAT OAKS WAY, SUITE 150<br>ALPHARETTA, GA 30022 | Director 10% Owner Officer Other<br>Chief Financial Officer |

## Signatures

/s/ Barry J.  
Jenkins 03/07/2013

\*\*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).

On February 21, 2013, the issuer, by mutual agreement with the reporting person, cancelled options granted to the reporting person on

- (1) October 24, 2006, January 29, 2010, and November 1, 2010. In exchange for these options, the reporting person received a new option to purchase 822,759 shares of common stock, \$0.001 par value, at an exercise price of \$0.35 per share.
- (2) This option for 356,037 shares fully vested on April 10, 2012.
- (3) This option for 121,722 shares fully vested on April 10, 2012.
- (4) This option for 20,000 shares would have vested on the following schedule: (i) 5,000 vested on January 29, 2011; (ii) 5,000 vested on January 29, 2012; (iii) 5,000 vested on January 29, 2013; and (iv) 5,000 would have vested on January 29, 2014.
- (5) This option for 175,000 shares fully vested on November 1, 2010.
- (6) This option for 822,759 shares vests on the following schedule: (i) 274,253 upon the date of grant; (ii) 274,253 on February 21, 2014; and (iii) 274,253 on February 21, 2015.

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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