SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Levy Noah G.										5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title V Other (specify									
(Last) 60 EAS	•	rst) (I REET, 9TH FLC	Middle) OOR			of Earlie 2022	st Tra	ansactio	on (Mo	onth/Day/Y	'ear)				belov	v)	rema	belov	
(Street) NEW Y	ORK N	Y 1	0165	4. 1	f Am	iendment	, Dat	e of Or	iginal	Filed (Mor	nth/Da	ay/Yea		6. Ind Line)	Form	filed by O	ne Re	porting Pe	
(City)	(St	ate) (a	Zip)											Х	Form Perso	filed by M on	ore th	an One R	eporting
		Table	I - Non-Deriva	ative	Se	curitie	s A	cquir	ed, I	Dispose	d o	f, or I	Benefi	ciall	y Own	ed			
1. Title of	Security (Ins	tr. 3)	2. Transaction Date (Month/Day/Y	ear)	Exec if an	Deemed cution Da y nth/Day/Y	<i>`</i>	3. Transa Code (8)		4. Securi Dispose	ties A d Of (Acquire D) (Inst	ed (A) or tr. 3, 4 and	d 5)	5. Amou Securiti Benefic Owned Reporte	es ially Following	Form (D) o	ect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	v	Amount		(A) or (D)	Price		Transac (Instr. 3	tion(s)		,	(
Common	1 Stock		01/10/202	22				Р		8,719		Α	\$3.834	44 ⁽¹⁾	91(),576		Ι	See footnote ⁽²
Common	1 Stock		01/10/202	22				Р		5,960		A	\$3.834	44 ⁽³⁾	661	,766		Ι	See footnote ⁽⁴
Common	I Stock		01/11/202	22				Р		76,54	2	A	\$3.99	81 ⁽⁵⁾	987	7,118		Ι	See footnote ⁽²
Common	1 Stock		01/11/202	22				Р		14,72	В	A	\$3.99	81 ⁽⁶⁾	676	5,494		I	See footnote ⁽⁴
		Ta	ble II - Derivat (e.g., pເ												Ownee	d			
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. Tran Code 8)		ion of str. Der Sec Acc (A) Dis of (pose D) str. 3,	d	piratio	xercisable n Date ay/Year)	and	Amo Secu Unde Deriv	tle and ount of urities erlying vative urity (Inst d 4)	De Se (In	Price of erivative ecurity estr. 5)	9. Numbe derivative Securitie: Beneficia Owned Following Reported Transacti (Instr. 4)	e s dly g	10. Ownersh Form: Direct (D or Indire (I) (Instr.	Benefic Owners ct (Instr. 4
				Code	e V	/ (A)	(D	Dat) Exe	te ercisal	Expir Date	ation	Title	Amour or Numbe of Shares	er					
		f Reporting Person [*]]													
<u>Levy P</u>	<u>Ioah G.</u>																		
(Last) (First) (Middle) 60 EAST 42ND STREET, 9TH FLOOR																			
(Street) NEW Y	ORK	NY	10165																
(City)		(State)	(Zip)																
		f Reporting Person [*]																	
(Last) 60 EAS		(First) REET, 9TH FLC	(Middle) OOR																
(Street) NEW Y	ORK	NY	10165																
(City)		(State)	(Zip)																

NEWTYN PA	<u>ARTNERS, L</u>	<u>P</u>
(Last) 60 EAST 42ND	(First) STREET, 9TH I	(Middle) FLOOR
r		
(Street) NEW YORK	NY	10165
(City)	(State)	(Zip)
1. Name and Addres <u>NEWTYN T</u>		
(Last)	(First)	(Middle)
60 EAST 42ND	STREET, 9TH I	FLOOR
(Street) NEW YORK	NY	10165
(City)	(State)	(Zip)
1. Name and Addres <u>Newtyn Capi</u>		
(Last) 60 EAST 42ND	(First) STREET, 9TH I	(Middle) FLOOR
(Street) NEW YORK	NY	10165
(City)	(State)	(Zip)
1. Name and Addres Ledo Capital,		son [*]
(Last) 60 EAST 42ND	(First) STREET, 9TH I	(Middle) FLOOR
(Street) NEW YORK	NY	10165
(City)	(State)	(Zip)

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.775 to \$3.92, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.

2. The shares are directly held by NP. The general partner of the Funds is NCP. The general partner of NCP is Ledo. The investment manager to the Funds is Newtyn Management. The managing member of Newtyn Management and Ledo and the portfolio manager to the Funds is Mr. Levy. Each of Newtyn Management, Ledo, NCP and Mr. Levy disclaims beneficial ownership of the shares except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owner of such shares.

3. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.775 to \$3.92, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (3) to this Form 4.

4. The shares are directly held Newtyn TE. The general partner of the Funds is NCP. The general partner of NCP is Ledo. The investment manager to the Funds is Newtyn Management. The managing member of Newtyn Management and Ledo and the portfolio manager to the Funds is Mr. Levy. Each of Newtyn Management, Ledo, NCP and Mr. Levy disclaims beneficial ownership of the shares except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owner of such shares.

5. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.78 to \$4.00, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (5) to this Form 4.

6. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.78 to \$4.00, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (6) to this Form 4.

Remarks:

As a result of an agreement among the persons listed below to vote their respective shares of Common Stock jointly, such persons have formed a "group" under Section 13(d)(1) of the Exchange Act. In addition to Mr. Levy, Newtyn Management, LLC ("Newtyn Management"), Newtyn Partners, LP ("NP"), Newtyn TE Partners, LP ("Newtyn TE" and together with NP, the "Funds"), Newtyn Capital Partners, LP ("NCP") and Ledo Capital, LLC ("Ledo") (collectively, the "Newtyn Parties"), the members of this group are Eric D. Andersen, Western Standard, LLC, Western Standard Partners, LP, and Western Standard Partners, LP ("NCP") and Ledo Capital, LLC ("Ledo") (collectively, the "Newtyn Parties, the "13D Group"). As a member of the 13D Group, each Newtyn Party would be deemed to beneficially own the aggregate amount of the Common Stock that each of the 13D Group members beneficially owns, in which case it or he would be deemed to beneficially on 2,933,170 shares of Common Stock. However, none of the Newtyn Parties have the ability to direct the acquisition or disposition or, except through the Cooperation Agreement, voting of the securities held by Western Standard Parties, and none of the Western Standard Parties have the ability to direct the acquisition or disposition or, except through the Cooperation Agreement, voting of the securities held by the Newtyn Parties. As members of the 13D Group, the combined holdings of the Newtyn Parties and the Western Standard Parties would result in each Newtyn Party woung obten securities held by the 13D Group here. As members of the Issuer's outstanding Common Stock for voting purposes. Each Newtyn Party disclaims beneficial ownership of the shares beneficially owned by the 13D Group except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owners of such shares.

/s/ Noah G. Levy 01/12/2022 Newtyn Management, LLC;

<u>Newtyn Management, LLC;</u> /s/ Noah G. Levy, Managing 01/12/2022

<u>Newtyn Partners, LP; By:</u> <u>Newtyn Management, LLC,</u>

Member

01/12/2022

Investment Manager; /s/ Noah <u>G. Levy, Managing Member</u> Newtyn TE Partners, LP; By: Newtyn Management, LLC, Investment Manager; /s/ Noah G. Levy, Managing Member Newtyn Capital Partners, LP; By: Ledo Capital, LLC, 01/12/2022 General Partner; /s/ Noah; G. Levy, Managing Member Ledo Capital, LLC; /s/ Noah 01/12/2022 <u>G. Levy, Managing Member</u> Date

** Signature of Reporting Person

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

* 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).

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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