

McDonald Anthony K
 Form 4
 November 28, 2018

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 *
 McDonald Anthony K

(Last) (First) (Middle)
 11934 W. 75TH STREET
 (Street)

ARVADA, CO 80005
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Surna Inc. [SRNA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/28/2018

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)
 CEO/President

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 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 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 Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | | (Instr. 8) Code | (Instr. 3, 4, and 5) V | (A) | (D) | Date Exercisable | Expiration Date | Title |
|---|------------------------------------|------------------|------------|--------------------|---------------------------|-----|---------|---------------------|--------------------|-----------------|
| Restricted Stock Units ⁽¹⁾ | \$ 0 ⁽¹⁾ | 11/28/2018 | 11/28/2018 | J | | | 197,368 | ⁽¹⁾ | ⁽¹⁾ | Common Stock |
| Option to purchase common stock ⁽²⁾ | \$ 0.089 | 11/28/2018 | 11/28/2018 | A | 1,000,000 | | | 11/28/2018 | 11/28/2028 | Common Stock |
| Option to purchase common stock ⁽³⁾ | \$ 0.089 | 11/28/2018 | 11/28/2018 | A | 2,000,000 | | | 12/31/2019 | 11/28/2028 | Common Stock |
| Option to purchase common stock ⁽⁴⁾ | \$ 0.089 | 11/28/2018 | 11/28/2018 | A | 2,000,000 | | | 12/31/2020 | 11/28/2028 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| McDonald Anthony K 11934 W. 75TH STREET ARVADA, CO 80005 | X | | CEO/President | |

Signatures

/s/ Anthony K.
McDonald

11/28/2018

^{**}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) On September 12, 2018, in connection with the reporting person's appointment to the Issuer's Board of Directors (the "Board"), the Board granted the reporting person 197,368 restricted stock units ("RSUs"), which are scheduled to vest on September 12, 2019, subject to his continued service through the vesting date. The closing price of the Issuer's common stock as the grant date was \$0.152. The grant of the RSUs was a transaction exempt from Section 16(b) of the Exchange Act. In connection with the grant of non-qualified stock options disclosed in Table II above, the Reporting Person agreed with the Board to surrender the RSU's to the Issuer, for cancellation as of November 28, 2018.
- (2) On November 28, 2018, the Issuer's board of directors approved the grant of non-qualified stock options to purchase 1,000,000 shares of common stock at an exercise price of \$0.089, the closing price of Issuer's common stock on November 27, 2018, which were vested and exercisable on the date of grant. These options were granted in connection with the Reporting Person's appointment as the Company's CEO and President. The grant of these options and the issuance of shares of common stock upon exercise thereof are transactions exempt

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from Section 16(b) of the Exchange Act.

- (3) On November 28, 2018, the Issuer's board of directors approved the grant of non-qualified stock options to purchase 2,000,000 shares of common stock at an exercise price of \$0.089, the closing price of Issuer's common stock on November 27, 2018, which vest and become exercisable on December 31, 2019 if the Reporting Person continues to be employed by the Issuer on that date. These options were granted in connection with the Reporting Person's appointment as the Company's CEO and President. The grant of these options and the issuance of shares of common stock upon exercise thereof are transactions exempt from Section 16(b) of the Exchange Act.

- (4) On November 28, 2018, the Issuer's board of directors approved the grant of non-qualified stock options to purchase 2,000,000 shares of common stock at an exercise price of \$0.089, the closing price of Issuer's common stock on November 27, 2018, which vest and become exercisable on December 31, 2020 if the Reporting Person continues to be employed by the Issuer on that date. These options were granted in connection with the Reporting Person's appointment as the Company's CEO and President. The grant of these options and the issuance of shares of common stock upon exercise thereof are transactions exempt from Section 16(b) of the Exchange Act.

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.