

SCHULER JACK W

Form 4

August 29, 2017

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 *
SCHULER JACK W

2. Issuer Name **and** Ticker or Trading Symbol
VERMILLION, INC. [VRML]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

100 N. FIELD DRIVE, SUITE 360

(Street)

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

08/25/2017

____ Director ____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

LAKE FOREST, IL 60045

(City) (State) (Zip)

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 Ownership Indirect (Instr. 4)
Common Stock, par value \$0.001				(A) or (D) Price			
			Code V	Amount			
					3,132,220	I	See footnote (1)
Common Stock, par value \$0.001					6,673,029	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)

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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Warrants (Right to Buy)	\$ 2	08/25/2017		H ⁽²⁾		773,003		06/23/2015	12/23/2017	Common Stock
Warrants (Right to Buy)	\$ 1 ⁽³⁾	08/25/2017		P ⁽²⁾		773,003		08/25/2017	08/31/2017 ⁽³⁾	Common Stock

Reporting Owner Name / Address

Relationships			
Director	10% Owner	Officer	Other

Signatures

/s/ Jack W.
Schuler 08/29/2017

____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) These shares of Common Stock and Warrants to acquire Common Stock are directly owned by the Jack W. Schuler Living Trust. Jack W. Schuler is the sole trustee of the Jack W. Schuler Living Trust.
- (2) The two reported transactions involved an amendment of an outstanding warrant to reduce the exercise price from \$2.00 to \$1.00 per share. The amendment is reported above as the cancellation of the old warrant and the acquisition of a new warrant.
- (3) To the extent that any part of this warrant is not exercised by August 31, 2017, the exercise price of the warrant will revert to \$2.00 per share and the warrant will expire on December 23, 2017.

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.