

Schuler Henri George
 Form 4
 April 19, 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 *
 Schuler Henri George

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)

LAKE FOREST, IL 60045

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 04/17/2018

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

____ 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.001	04/17/2018		P		654,136	A	\$ 1 3,551,157	I	By Tanya Eva Schuler Trust (1) (6)
Common Stock, par value \$0.001	04/17/2018		P		654,136	A	\$ 1 3,551,157	I	By Therese Heidi Schuler Trust (2) (6)
Common Stock, par value \$0.001	04/17/2018		P		145,365	A	\$ 1 985,368	I	By Schuler GC 2010 Continuation Trust (3) (6)

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Common Stock, par value \$0.001	04/17/2018	P	654,137	A	\$ 1	1,007,377	I	By Schuler Grandchildren LLC ⁽⁴⁾ ⁽⁶⁾
Common Stock, par value \$0.001						141,304	I	By Seascope Partners L.P. ⁽⁵⁾ ⁽⁶⁾
Common Stock, par value \$0.001						26,000	I	By spouse ⁽⁶⁾

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

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

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Convertible Preferred Stock (Right to Buy)	<u>(7)</u>	04/17/2018		P		2,459		<u>(7)</u>	<u>(7)</u>	Common Stock	245,900
Series B Convertible Preferred Stock (Right to Buy)	<u>(7)</u>	04/17/2018		P		2,458		<u>(7)</u>	<u>(7)</u>	Common Stock	245,800
Series B Convertible Preferred	<u>(7)</u>	04/17/2018		P		547		<u>(7)</u>	<u>(7)</u>	Common Stock	54,700

Stock (Right to Buy)									
Series B Convertible Preferred Stock (Right to Buy)	<u>(7)</u>	04/17/2018		P	2,458	<u>(7)</u>	<u>(7)</u>	Common Stock	245,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schuler Henri George 100 N. FIELD DRIVE SUITE 360 LAKE FOREST, IL 60045				

Signatures

/s/ H. George
Schuler

04/19/2018

**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) These shares of Common Stock ("Shares") and Series B Convertible Preferred Stock ("Preferred Stock") are directly owned by the Tanya Eva Schuler Trust. H. George Schuler is the sole trustee of the Tanya Eva Schuler Trust.
- (2) These Shares and Preferred Stock are directly owned by the Therese Heidi Schuler Trust. H. George Schuler is the sole trustee of the Therese Heidi Schuler Trust.
- (3) These Shares and Preferred Stock are directly owned by the Schuler GC 2010 Continuation Trust. H. George Schuler is the sole trustee of the Schuler GC 2010 Continuation Trust.
- (4) These Shares and Preferred Stock are directly owned by the Schuler Grandchildren LLC. H. George Schuler is the manager of the Schuler Grandchildren LLC.
- (5) These Shares are directly owned by Seascape Partners L.P., a family limited partnership. H. George Schuler is the manager of Seascape Partners L.P.
- (6) The reporting person disclaims beneficial ownership of these Shares and Preferred Stock except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is the beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (7) Each share of Preferred Stock is initially convertible into 100 Shares automatically upon the Requisite Stockholder Approval (defined and described further in the Schedule 13D/A filed by the Reporting Person on April 19, 2018), subject to customary anti-dilution adjustments, reflecting an initial conversion price equal to \$1.00 per share. The Preferred Stock has no expiration date.

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.