

Onconova Therapeutics, Inc.
Form 3
July 24, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Hoffman Michael B		(Month/Day/Year)	Onconova Therapeutics, Inc. [ONTX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
712 FIFTH AVENUE, 51ST FLOOR		07/24/2013	(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
NEW YORK, NY 10019			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	644,660	I	By The Michael and Jane Hoffman 2013 Descendants Trust ⁽¹⁾

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series B Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	99,350	\$ <u>(2)</u>	I	By The Michael and Jane Hoffman 2013 Descendants Trust <u>(1)</u>
Series C Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	140,449	\$ <u>(3)</u>	I	By The Michael and Jane Hoffman 2013 Descendants Trust <u>(1)</u>
Series D Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	355,528	\$ <u>(4)</u>	I	By The Michael and Jane Hoffman 2013 Descendants Trust <u>(1)</u>
Series E Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	634,625	\$ <u>(5)</u>	I	By The Michael and Jane Hoffman 2013 Descendants Trust <u>(1)</u>
Series F Convertible Preferred Stock	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	111,227	\$ <u>(6)</u>	I	By The Michael and Jane Hoffman 2013 Descendants Trust <u>(1)</u>
Series F Convertible Preferred Stock	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	109,653	\$ <u>(6)</u>	I	By The Michael and Jane Hoffman 2013 Descendants Trust (Non-GST Exempt Trust) <u>(1)</u>
Series G Convertible Preferred Stock	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	229,825	\$ <u>(7)</u>	I	By The Michael and Jane Hoffman 2013 Descendants Trust <u>(1)</u>
Series H Convertible Preferred Stock	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	301,290	\$ <u>(8)</u>	I	By The Michael and Jane Hoffman 2013 Descendants Trust <u>(1)</u>

	Â (9)	Â (9)			\$ (9)		By The Michael and Jane Hoffman 2013 Descendants Trust (1)
Series I Convertible Preferred Stock			Common Stock	1,635,514		I	
Stock Option (right to purchase)	03/31/2009	04/01/2016	Common Stock	18,754	\$ 2.67	D	Â
Stock Option (right to purchase)	10/04/2007	10/04/2017	Common Stock	56,264	\$ 6	D	Â
Stock Option (right to purchase)	03/17/2010	03/17/2020	Common Stock	52,513	\$ 5.76	D	Â
Stock Option (right to purchase)	04/18/2011	04/18/2021	Common Stock	18,754	\$ 6.13	D	Â
Stock Option (right to purchase)	12/05/2011	12/05/2021	Common Stock	18,754	\$ 6.13	D	Â
Stock Option (right to purchase)	01/01/2013	01/02/2023	Common Stock	37,509	\$ 13.28	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hoffman Michael B 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	Â X	Â X	Â	Â

Signatures

/s/ Ajay Bansal, as attorney
in fact

07/24/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 are held in a trust for the benefit of the reporting person's descendents. The reporting person's spouse is a trustee of the trust.
 - (2) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.85-for-1 basis and has no expiration date.
 - (3) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.75-for-1 basis and has no expiration date.
 - (4) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.75-for-1 basis and has no expiration date.
 - (5) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.75-for-1 basis and has no expiration date.
 - (6) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.77-for-1 basis and has no expiration date.

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- (7) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.75-for-1 basis and has no expiration date.
- (8) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.75-for-1 basis and has no expiration date.
- (9) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.75-for-1 basis and 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.

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