

Onconova Therapeutics, Inc.  
Form 4  
August 01, 2013

**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 \*  
Hoffman Michael B

2. Issuer Name and Ticker or Trading Symbol  
Onconova Therapeutics, Inc.  
[ONTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
712 FIFTH AVENUE, 36TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
07/30/2013

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

(Street)  
NEW YORK, NY 10019

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

(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 Indirect Beneficial Ownership (Instr. 4) |   |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |   |
| Common Stock                    | 07/30/2013                           |  | C                              | 83,857  | A   | ①  | 728,517   | I | By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup> |
| Common Stock                    | 07/30/2013                           |  | C                              | 105,363   | A   | ②  | 833,880   | I | By The Michael and Jane Hoffman                                       |

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|              |            |   |         |   |            |           |   |  |
|--------------|------------|---|---------|---|------------|-----------|---|--|
| Common Stock | 07/30/2013 | C | 266,712 | A | <u>(3)</u> | 1,100,592 | I | 2013 Descendants Trust <sup>(9)</sup><br>By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup> |
| Common Stock | 07/30/2013 | C | 476,087 | A | <u>(4)</u> | 1,576,679 | I | By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>  |
| Common Stock | 07/30/2013 | C | 85,744  | A | <u>(5)</u> | 1,662,423 | I | By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>  |
| Common Stock | 07/30/2013 | C | 84,530  | A | <u>(5)</u> | 1,746,953 | I | By The Michael and Jane Hoffman 2013 Descendants Trust (Non-GST Exempt Trust) <sup>(9)</sup>                   |
| Common Stock | 07/30/2013 | C | 172,411 | A | <u>(6)</u> | 1,919,364 | I | By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>  |
| Common Stock | 07/30/2013 | C | 226,024 | A | <u>(7)</u> | 2,145,388 | I | By The Michael and Jane Hoffman 2013 Descendants   |

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|              |            |   |           |   |       |           |   |   |
|--------------|------------|---|-----------|---|-------|-----------|---|---|
| Common Stock | 07/30/2013 | C | 1,226,942 | A | (8)   | 3,372,330 | I | Trust <sup>(9)</sup><br>By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup> |
| Common Stock | 07/30/2013 | P | 1,000,000 | A | \$ 15 | 4,372,330 | I | By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>                         |

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

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(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 (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) |                      |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|---|----------------------|
|  |  |                                      |  |                                | V   | (A) (D) |  | Title   | Amount Number Shares |
| Series B Convertible Preferred Stock       | (1)  | 07/30/2013                           |  | C                              |   | 99,350  | (1) (1)  | Common Stock  | 83,8                 |
| Series C Convertible Preferred Stock       | (2)  | 07/30/2013                           |  | C                              |   | 140,449 | (2) (2)  | Common Stock  | 105,3                |
|  | (3)  | 07/30/2013                           |  | C                              |   | 355,528 | (3) (3)  |   | 266,7                |

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Series D  
Convertible  
Preferred  
Stock

Common  
Stock

Series E  
Convertible  
Preferred  
Stock

(4)

07/30/2013

C

634,625

(4)

(4)

Common  
Stock

476,0

Series F  
Convertible  
Preferred  
Stock

(5)

07/30/2013

C

111,227

(5)

(5)

Common  
Stock

85,7

Series F  
Convertible  
Preferred  
Stock

(5)

07/30/2013

C

109,653

(5)

(5)

Common  
Stock

84,5

Series G  
Convertible  
Preferred  
Stock

(6)

07/30/2013

C

229,825

(6)

(6)

Common  
Stock

172,4

Series H  
Convertible  
Preferred  
Stock

(7)

07/30/2013

C

301,290

(7)

(7)

Common  
Stock

226,0

Series I  
Convertible

(8)

07/30/2013

C

1,635,514

(8)

(8)

Common  
Stock

1,226

Preferred  
Stock

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Hoffman Michael B<br>712 FIFTH AVENUE, 36TH FLOOR<br>NEW YORK, NY 10019 | X             | X         |         |       |

## Signatures

/s/ Ajay Bansal, as attorney  
in fact

07/30/2013

\_\_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) The Series B Convertible Preferred Stock converted into Common Stock on a 0.85-for-1 basis and had no expiration date.
- (2) The Series C Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (3) The Series D Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (4) The Series E Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (5) The Series F Convertible Preferred Stock converted into Common Stock on a 0.77-for-1 basis and had no expiration date.
- (6) The Series G Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (7) The Series H Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (8) The Series I Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (9) These shares are held in a trust for the benefit of the reporting person's descendants. The reporting person's spouse is a trustee of the trust.

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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