

REPOS THERAPEUTICS INC.

Form SC 13G/A

February 14, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G/A**

**(Amendment No. 1)**

**Under the Securities Exchange Act of 1934**

Repos Therapeutics Inc.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

76028H209

(CUSIP Number)

December 31, 2018

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



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	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION
1.	NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Rosalind Advisors, Inc.
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION
	ONTARIO, CANADA
	SOLE VOTING POWER
5.	
	0 SHARED VOTING POWER
6.	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0 SOLE DISPOSITIVE POWER
7.	
	0 SHARED DISPOSITIVE POWER
8.	
	0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

0

10. CHECK IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES  
(see instructions) ..

11. PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

0%

12. TYPE OF REPORTING  
PERSON (see instructions)

CO

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	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION
1.	NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Steven Salamon
	CHECK THE
	APPROPRIATE BOX IF
2.	A MEMBER OF A
	GROUP
	(see instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3.	SEC USE ONLY
	CITIZENSHIP OR PLACE
4.	OF ORGANIZATION
	ONTARIO, CANADA
	SOLE
	VOTING
5.	POWER
	0
	SHARED
NUMBER OF	VOTING
SHARES	POWER
BENEFICIALLY	6.
OWNED BY	0
EACH	SOLE
REPORTING	DISPOSITIVE
PERSON WITH	7.
	POWER
	0
	SHARED
	DISPOSITIVE
8.	POWER
	0
9.	AGGREGATE AMOUNT
	BENEFICIALLY OWNED
	BY EACH REPORTING

PERSON

0

10. CHECK IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES  
(see instructions) ..  
PERCENT OF CLASS  
REPRESENTED BY  
11. AMOUNT IN ROW (9)

0%<sup>1</sup>

12. TYPE OF REPORTING  
PERSON (see instructions)

IN

<sup>1</sup> This percentage is calculated based upon 39,555,133 shares of the Issuer's common stock outstanding as of November 7, 2017.

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	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION
1.	NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Rosalind Master Fund L.P.
	CHECK THE
	APPROPRIATE BOX IF
	A MEMBER OF A
2.	GROUP
	(see instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3.	SEC USE ONLY
	CITIZENSHIP OR PLACE
4.	OF ORGANIZATION
	CAYMAN ISLANDS
	SOLE
	VOTING
5.	POWER
	0
	SHARED
NUMBER OF	VOTING
SHARES	POWER
6.	
BENEFICIALLY	0
OWNED BY	SOLE
EACH	DISPOSITIVE
REPORTING	POWER
PERSON WITH	7.
	0
	SHARED
	DISPOSITIVE
8.	POWER
	0
9.	AGGREGATE AMOUNT
	BENEFICIALLY OWNED
	BY EACH REPORTING

PERSON

0

10. CHECK IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES  
(see instructions) ..  
PERCENT OF CLASS  
REPRESENTED BY  
11. AMOUNT IN ROW (9)

0%

12. TYPE OF REPORTING  
PERSON (see instructions)

PN



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**Item 1.**

(a) Name of Issuer: REPOS THERAPEUTICS INC.

Address of Issuer's Principal Executive Offices  
(b) 2408 Timberloch Place, Suite B-7

The Woodlands, TX 77380, United States

**Item 2.**

Name of Person Filing

Rosalind Advisors, Inc. ("Advisor" to RMF)

(a) Rosalind Master Fund L.P. ("RMF")

Steven Salamon ("President")

Steven Salamon is the portfolio manager of the Advisor which advises RMF.

(b) Address of the Principal Office or, if none, residence  
Rosalind Advisors, Inc.

175 Bloor Street East

Suite 1316, North Tower

Toronto, Ontario

M4W 3R8 Canada

Rosalind Master Fund L.P.

P.O. Box 309

Ugland House, Grand Cayman

KY1-1104, Cayman Islands

Steven Salamon

175 Bloor Street East

Suite 1316, North Tower

Toronto, Ontario

M4W 3R8 Canada

Citizenship

Rosalind Advisors, Inc.: Ontario, Canada

(c)

Rosalind Master Fund L.P.: Cayman Islands

Steven Salamon: Ontario, Canada

(d) Title of Class of Securities  
Common Stock

(e) CUSIP Number  
76028H209

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**Item 3.** If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a)
  - Amount  
beneficially  
owned:
  - Rosalind Master  
Fund L.P. is the  
record owner of  
0 shares of  
common stock.
  - Rosalind  
Advisors, Inc. is  
the investment  
advisor to RMF  
and may be  
deemed to be the

beneficial owner  
of shares held by  
RMF. Steven  
Salamon is the  
portfolio  
manager of the  
Advisor and may  
be deemed to be  
the beneficial  
owner of shares  
held by RMF.  
Notwithstanding  
the foregoing,  
the Advisor and  
Mr. Salamon  
disclaim  
beneficial  
ownership of the  
shares.

Percent of  
class:

Rosalind  
Advisors, Inc. –  
0%  
(b)

Rosalind Master  
Fund L.P. – 0%

Steven Salamon –  
0%

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- (c) Number of  
shares as to  
which the  
person has:
- Shared  
power to  
vote or to  
direct the  
vote
- Rosalind  
Advisors,  
(i) Inc. – 0
- Rosalind  
Master  
Fund L.P. –  
0
- Steven  
Salamon – 0
- Sole power  
to dispose  
or to direct  
(ii) the  
disposition  
of – 0
- (iii) Shared  
power to  
dispose or  
to direct  
the  
disposition  
of
- Rosalind  
Advisors,  
Inc. – 0
- Rosalind  
Master  
Fund L.P. –  
0

Steven  
Salamon – 0

*Instruction.* For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☒.

*Instruction.* Dissolution of a group requires a response to this item.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

**Item 7– 9 Not Applicable.**

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**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/14/2019

Date

/s/ Steven Salamon

Signature

Steven Salamon/President Rosalind Advisors, Inc.

Name/Title