

CALLISTO PHARMACEUTICALS INC

Form 4

January 22, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRANCACCIO JOHN P

(Last) (First) (Middle)

C/O CALLISTO
PHARMACEUTICALS, INC., 420
LEXINGTON AVE., SUITE 1609

(Street)

NEW YORK, NY 10170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
CALLISTO PHARMACEUTICALS
INC [CLSP]

3. Date of Earliest Transaction
(Month/Day/Year)
01/17/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/17/2013		D		113,636	D	0

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 3.2	01/17/2013		D		75,000		<u>(2)</u>	04/06/2014	Common Stock	75,000
Stock Options	\$ 1	01/17/2013		D		17,123		<u>(3)</u>	06/16/2015	Common Stock	17,123
Stock Options	\$ 1.17	01/17/2013		D		6,000		<u>(4)</u>	10/20/2015	Common Stock	6,000
Stock Options	\$ 1.45	01/17/2013		D		8,000	12/23/2006	12/23/2015		Common Stock	8,000
Stock Options	\$ 0.77	01/17/2013		D		6,000		<u>(5)</u>	10/12/2016	Common Stock	6,000
Stock Options	\$ 0.83	01/17/2013		D		8,000	10/19/2007	10/19/2016		Common Stock	8,000
Stock Options	\$ 0.47	01/17/2013		D		6,000		<u>(6)</u>	09/26/2017	Common Stock	6,000
Stock Options	\$ 0.47	01/17/2013		D		8,000	09/26/2008	09/26/2017		Common Stock	8,000
Stock Options	\$ 0.08	01/17/2013		D		6,000		<u>(7)</u>	12/18/2018	Common Stock	6,000
Stock Options	\$ 0.08	01/17/2013		D		8,000	12/18/2009	12/18/2018		Common Stock	8,000
Stock Options	\$ 0.2	01/17/2013		D		6,000		<u>(8)</u>	12/29/2019	Common Stock	6,000
Stock Options	\$ 0.2	01/17/2013		D		8,000	12/29/2009	12/29/2019		Common Stock	8,000
Stock Options	\$ 0.66	01/17/2013		D		6,000		<u>(9)</u>	05/19/2021	Common Stock	6,000
Stock Options	\$ 0.66	01/17/2013		D		8,000	05/19/2011	05/19/2021		Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

BRANCACCIO JOHN P
C/O CALLISTO PHARMACEUTICALS, INC. X
420 LEXINGTON AVE., SUITE 1609
NEW YORK, NY 10170

Signatures

/s/ John P.
Brancaccio 01/22/2013

Signature of Date
Reporting Person

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).
Pursuant to the Agreement and Plan of Merger, dated as of July 20, 2012, as amended October 15, 2012, by and between Synergy Pharmaceuticals Inc ("Synergy") and Callisto Pharmaceuticals, Inc. ("Callisto"), Callisto merged with and into Synergy (the "Merger"). Upon the effective time of the Merger, each share of Callisto common stock was cancelled and exchanged for .1799 shares of Synergy common stock (the "Exchange Ratio"). Each stock option exercisable for shares of Callisto common stock that is outstanding at the effective time of the Merger was assumed by Synergy and converted into a stock option to purchase the number of shares of Synergy's common stock that the holder would have received if such holder had exercised such stock option for shares of Callisto common stock prior to the Merger and exchanged such shares for Synergy common stock in accordance with the Exchange Ratio.
- (1) common stock (the "Exchange Ratio"). Each stock option exercisable for shares of Callisto common stock that is outstanding at the effective time of the Merger was assumed by Synergy and converted into a stock option to purchase the number of shares of Synergy's common stock that the holder would have received if such holder had exercised such stock option for shares of Callisto common stock prior to the Merger and exchanged such shares for Synergy common stock in accordance with the Exchange Ratio.
- (2) 25,000 options vested each year on April 26, 2005, 2006 and 2007, respectively.
- (3) 5,707 options vested immediately and 5,708 options vested on June 16, 2006 and 2007
- (4) 2,000 options vested each year on October 20, 2006, 2007 and 2008, respectively.
- (5) 2,000 options vested each year on October 12, 2007, 2008 and 2009, respectively.
- (6) 2,000 options vested each year on September 26, 2008, 2009 and 2010, respectively.
- (7) 2,000 options vested on each of December 18, 2009, 2010 and 2011, respectively.
- (8) 2,000 options vested on each of December 29, 2010, 2011 and 2012, respectively.
- (9) 2,000 options vested on May 19, 2012 and 2,000 options vest on each of May 19, 2013 and 2014, respectively.

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.