SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* 2. Date of Event Requiring Statemen (Month/Day/Year) 08/29/2019 08/29/2019				atement Year)	3. Issuer Name and Ticker or Trading Symbol <u>DermTech, Inc.</u> [DMTK]					
TORREY PINES ROAL (Street) LA JOLLA	CA	92037		-		ationship of Reporting P (all applicable) Director Officer (give title below) Chief Execution	10% Owner Other (spec below)	(Mor ify 6. In Appl	th/Day/Year) dividual or Joint/ icable Line) Form filed by	te of Original Filed Group Filing (Check One Reporting Person More than One rson
(City)	(State)	(Zip)		les Desite	-		i a lla Orana al			
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					int of Securities ially Owned (Instr. 4)	3. Ownershi Form: Direct or Indirect (I (Instr. 5)	(D) (Instr	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					343,118 ⁽¹⁾⁽²⁾⁽³⁾	D				
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 Derivative Security (Instr. 4)		ties Underlying	4. Conversion or Exercise	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiration Date	Title		Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrant to Purchase Common Stock			08/29/2019 ⁽⁴⁾	02/25/2024	С	ommon Stock	9,219 ⁽¹⁾⁽²⁾⁽⁵⁾	1.08(6)	D	
Restricted Stock Units			(7)	(7)	C	ommon Stock	155,720(1)(2)(8)	(9)	D	

Explanation of Responses:

1. On August 29, 2019, Issuer completed a merger transaction (the "Merger") pursuant to an Agreement and Plan of Merger, dated May 29, 2019, by and among Issuer, DT Merger Sub, Inc., and DermTech Operations, Inc., formerly known as DermTech, Inc. ("DermTech Operations"), as filed with the Securities and Exchange Commission on Form 8-K on May 29, 2019 (the "Merger Agreement"). Pursuant to the Merger Agreement, all issued and outstanding common stock of DermTech Operations converted into and became common stock of Issuer, all issued and outstanding warrants of DermTech Operations converted into and became warrants to purchase shares of Issuer's common stock, and all issued and outstanding restricted stock units of DermTech Operations converted into and became restricted stock units of DermTech Operations stock.

2. (Continued from Footnote 1) On August 29, 2019, following the completion of the Merger, Issuer effected a reverse stock split at a ratio of one share for every two shares of Issuer common stock outstanding (the "Reverse Stock Split").

3. These shares of Issuer common stock were received in connection with the Merger in exchange for shares of DermTech Operations common stock. Each share of DermTech Operations common stock was cancelled and exchanged for the right to receive 1.16150415935026 shares of common stock of Issuer. The shares of common stock of Issuer reported reflect any necessary adjustments to account for the Reverse Stock Split.

4. On February 25, 2014, the reporting person was granted a warrant to purchase shares of DermTech Operations common stock. In connection with the Merger, the original warrant was cancelled and exchanged for a warrant to purchase shares of Issuer common stock, on the same terms and conditions applicable to the original warrant. The warrant is fully vested and exercisable.

5. This warrant to purchase Issuer common stock was received in connection with the Merger in exchange for a warrant to purchase shares of DermTech Operations common stock. Each warrant to purchase one share of DermTech Operations common stock was cancelled and exchanged for the right to receive a warrant to purchase 1.16150415935026 shares of Issuer common stock, on the same terms and conditions applicable to the original warrant. The shares of Issuer common stock exercisable pursuant to the warrant reported reflect any necessary adjustments to account for the Reverse Stock Split.

6. The exercise price reported reflects the Reverse Stock Split.

7. The shares of Issuer common stock underlying these restricted stock units have fully vested and will be released to the reporting person on the earliest to occur of (i) December 31, 2019, (ii) a change of control of Issuer, or (iii) the death of reporting person.

8. These restricted stock units of Issuer were received in connection with the Merger in exchange for restricted stock units of DermTech Operations. Each restricted stock unit to receive one share of DermTech Operations was cancelled and exchanged for a restricted stock unit to receive 1.16150415935026 shares of Issuer common stock, on the same terms and conditions applicable to the original award. The shares of Issuer common stock underlying the restricted units reported reflect any necessary adjustments to account for the Reverse Stock Split.

9. Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

/s/ Christian C. Hollweg,

attornev-in-fact

09/09/2019

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jenna Stewart, Christian Hollweg, Jason Miller, Amanda Hartman Anne T. Leland and Brenda Meyette of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., signing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director, officer and shareholder of DermTech, Inc., Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interests of, or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 14th day of August, 2019.

Signature:/s/ John Dobak

Name: John Dobak