

INNOVUS PHARMACEUTICALS, INC.

Form 4

December 02, 2016

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 *
Novalere Holdings, LLC

2. Issuer Name and Ticker or Trading Symbol
INNOVUS PHARMACEUTICALS, INC. [INNV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
151 TREMONT ST., PENTHOUSE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2016

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

BOSTON, MA 02111

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)
Common Stock	11/30/2016		J ⁽¹⁾	12,808,796	A	\$ 0 <u>(2)</u>	25,617,592 D

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

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 control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Novalere Holdings, LLC 151 TREMONT ST., PENTHOUSE BOSTON, MA 02111		X		

Signatures

/s/ Robert Kargman, Manager of Novalere Holdings, LLC 12/02/2016

**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 reporting person acquired the shares in connection with the entry on Nov. 30, 2016 into an Amendment and Supplement to the Registration Rights and Stock Restriction Agreement by and among the Issuer and the reporting person dated Feb. 4, 2015, as amended by a First Amendment to Amendment and Supplement (collectively, the "Amendment"). The Amendment amended and supplemented certain of the demand and piggy-back registrations rights granted to the reporting person pursuant to the Registration Rights and Stock Restriction Agreement between the Issuer and the reporting person dated Feb. 4, 2015 (the "Rights Agreement"). The Rights Agreement was entered into in connection with the acquisition of Novalere FP, Inc. ("Novalere") by the Issuer (the "Merger"). As a result of the Merger, all of the outstanding shares of Novalere common stock were converted into the right to receive shares of the Issuer's common stock. The reporting person is a former stockholder of Novalere.
- (2) The shares were issued in consideration for entry into the Amendment and Supplement, which includes a waiver of certain of the reporting person's rights with respect to registration of shares of Issuer held by the reporting person and a release of claims in favor of Issuer with respect to any failure of Issuer to achieve certain milestones set forth in the Agreement and Plan of Merger dated February 4, 2015.

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.