

Edge Therapeutics, Inc.  
Form 3  
June 23, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|   |   |  |   |   |   |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Ratcliffe Liam</p> <p>(Last) (First) (Middle)</p> <p>C/O NEW LEAF VENTURES,Â TIMES SQ. TWR., 7 TIMES SQUARE, STE 3502</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10036</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/21/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Edge Therapeutics, Inc. [EDGE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person<br/><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 1,172,434  | I   | See Footnote <u>(1)</u>                                  |
| Common Stock                       | 1,172,434  | I   | See Footnote <u>(2)</u>                                  |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Ratcliffe Liam<br>C/O NEW LEAF VENTURES<br>TIMES SQ. TWR., 7 TIMES SQUARE, STE 3502<br>NEW YORK, NY 10036                          | â X           | â         | â       | â     |
| New Leaf Ventures III, L.P.<br>C/O NEW LEAF VENTURES<br>TIMES SQ. TWR., 7 TIMES SQUARE, STE 3502<br>NEW YORK, NY 10036             | â X           | â         | â       | â     |
| New Leaf Venture Associates III, L.P.<br>C/O NEW LEAF VENTURES<br>TIMES SQ. TWR., 7 TIMES SQUARE, STE 3502<br>NEW YORK, NY 10036   | â X           | â         | â       | â     |
| New Leaf Venture Management III, L.L.C.<br>C/O NEW LEAF VENTURES<br>TIMES SQ. TWR., 7 TIMES SQUARE, STE 3502<br>NEW YORK, NY 10036 | â X           | â         | â       | â     |
| New Leaf Venture Partners, L.L.C.<br>C/O NEW LEAF VENTURES<br>TIMES SQ. TWR., 7 TIMES SQUARE, STE 3502<br>NEW YORK, NY 10036       | â X           | â         | â       | â     |

## Signatures

|   |            |
|---|------------|
| /s/ Craig L. Slutzkin, as Attorney-in-Fact for Liam Ratcliffe   | 06/23/2016 |
| **Signature of Reporting Person   | Date       |
| /s/ Craig L. Slutzkin, Chief Financial Officer of New Leaf Venture Management III, L.L.C., the sole general partner of New Leaf Venture Associates III, L.P., the sole general partner of New Leaf Ventures III, L.P. | 06/23/2016 |
| **Signature of Reporting Person   | Date       |
| /s/ Craig L. Slutzkin, Chief Financial Officer of New Leaf Venture Management III, L.L.C., the sole general partner of New Leaf Venture Associates III, L.P.  | 06/23/2016 |
| **Signature of Reporting Person   | Date       |
| /s/ Craig L. Slutzkin, Chief Financial Officer of New Leaf Venture Management III, L.L.C.   | 06/23/2016 |

\_\_Signature of Reporting Person

Date

/s/ Craig L. Slutzkin, Chief Financial Officer of New Leaf Venture Partners, L.L.C.

06/23/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).

New Leaf Ventures III, L.P. ("NLV III") is the direct beneficial owner of the securities reported. New Leaf Venture Associates III, L.P. ("NLV Associates III") is the sole general partner of NLV III. New Leaf Venture Management III, L.L.C. ("NLV Management III") is the sole general partner of NLV Associates III. New Leaf Venture Partners, L.L.C. (the "Management Company") is the Management

- (1) Company of NLV III. Philippe Chambon, Jeani Delagardelle, Ronald Hunt, Vijay Lathi and Liam Ratcliffe are the Managers of NLV Management III. These individuals and Craig L. Slutzkin are officers of the Management Company. The Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NLV III in which such Reporting Person has no pecuniary interest.

New Leaf Growth Fund I, L.P. ("NLG I") is the direct beneficial owner of the securities reported. New Leaf Growth Associates I, L.P. ("NLG Growth Associates") is the sole general partner of NLG I. New Leaf Venture Management III, L.L.C. ("NLV Management III") is the sole general partner of NLG Growth Associates. New Leaf Venture Partners, L.L.C. (the "Management Company") is the

- (2) Management Company of NLG I. Philippe Chambon, Jeani Delagardelle, Ronald Hunt, Vijay Lathi and Liam Ratcliffe are the Managers of NLV Management III. These individuals and Craig L. Slutzkin are officers of the Management Company. The Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NLG I in which such Reporting Person has no pecuniary interest.

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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