

IGI LABORATORIES, INC

Form 4

September 04, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**LIFE SCIENCES OPPORTUNITIES
FUND II LP**

(Last) (First) (Middle)

**CARNEGIE HALL TOWER, 152
WEST 57TH STREET, 19TH
FLOOR**

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

IGI LABORATORIES, INC [IG]

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

09/02/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/02/2014		S	V	Amount \$ 6.45	D	Price 1,798,553
Common Stock	09/02/2014		S	V	Amount \$ 6.45	D	Price 10,053,308

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

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SEC 1474
(9-02)

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

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 Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIFE SCIENCES OPPORTUNITIES FUND II LP CARNEGIE HALL TOWER 152 WEST 57TH STREET, 19TH FLOOR NEW YORK, NY 10019		X		
LIFE SCIENCES OPPORTUNITIES FUND INSTITTUTIONAL II LP CARNEGIE HALL TOWERS 152 WEST 57TH STREET, 19TH FLOOR NEW YORK, NY 10019		X		
GALE JAMES C 152 WEST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	X			
LOF PARTNERS LLC 126 EAST 56TH STREET, 24TH FLOOR NEW YORK, NY 10022				See Remarks
SANDERS DON A 600 TRAVIS, SUITE 5800 HOUSTON, TX 77002				See Remarks
MORRIS BENJAMIN T 600 TRAVIS, SUITE 5800 HOUSTON, TX 77002				See Remarks

Signatures

Life Sciences Opportunities Fund II, L.P., By: Signet Healthcare Partners, LLC, By: /s/
James C. Gale, Manager

09/04/2014

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	<u> </u> **Signature of Reporting Person	Date
Life Sciences Opportunities Fund (Institutional) II, L.P., By. Signet Healthcare Partners, LLC, By: /s/ James C. Gale, Manager		09/04/2014
	<u> </u> **Signature of Reporting Person	Date
Signet Healthcare Partners, LLC, By: /s/ James C. Gale, Manager		09/04/2014
	<u> </u> **Signature of Reporting Person	Date
SMW Investments I, LLC, By: Ben T. Morris, Managing Member		09/04/2014
	<u> </u> **Signature of Reporting Person	Date
James C. Gale		09/04/2014
	<u> </u> **Signature of Reporting Person	Date
Don A. Sanders		09/04/2014
	<u> </u> **Signature of Reporting Person	Date
Ben T. Morris		09/04/2014
	<u> </u> **Signature of Reporting Person	Date
Donald V. Weir		09/04/2014
	<u> </u> **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) These securities are owned directly by Life Sciences Opportunities Fund II, L.P. and indirectly by Signet Healthcare Partners, LLC ("General Partner"), the general partner of Life Sciences Opportunities Fund II, L.P., James C. Gale, the chief investment officer, a manager, and a member of the General Partner, SMW Investments I, LLC ("SMW"), the controlling member of the General Partner, and Don A. Sanders, Ben T. Morris, and Donald V. Weir, the managing members of SMW. The General Partner, Mr. Gale, SMW, Mr. Sanders, Mr. Morris, and Mr. Weir disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, if any.
- (2) These securities are owned directly by Life Sciences Opportunities Fund (Institutional) II, L.P. and indirectly by the General Partner, Mr. Gale, the chief investment officer, a manager, and a member of the General Partner, SMW, the controlling member of the General Partner, and Mr. Sanders, Mr. Morris, and Mr. Weir, the managing members of SMW. The General Partner, Mr. Gale, SMW, Mr. Sanders, Mr. Morris, and Mr. Weir disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, if any.

Remarks:

This is a joint filing by Life Sciences Opportunities Fund (Institutional) II, L.P., Life Sciences Opportunities Fund II, L.P., the

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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