

683 Capital Partners, LP
 Form 3
 February 12, 2018

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)

| | | | | | |
|---|---------|----------|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â 683 Capital Management, LLC | | | (Month/Day/Year) | Onconova Therapeutics, Inc. [ONTX] | |
| (Last) | (First) | (Middle) | 02/08/2018 | | |
| 3 COLUMBUS CIRCLE, Â SUITE 2205 | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| NEW YORK, Â NY Â 10019 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 2,464,934 | I ⁽²⁾ | By 683 Capital Partners, LP |

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

SEC 1473 (7-02)

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.

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 Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|---|----------------------------|----------|---------------------------------------|-----------------------------|
| Series A Convertible Preferred Stock Purchase Warrant | 02/12/2018 | 12/31/2019 | Series A Convertible Preferred Stock ⁽³⁾ | 200,000 | \$ 1.01 | I <u>(1)</u> <u>(2)</u> | By 683 Capital Partners, LP |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| 683 Capital Management, LLC 3 COLUMBUS CIRCLE SUITE 2205 NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| 683 Capital Partners, LP C/O 683 CAPITAL GP, LLC 3 COLUMBUS CIRCLE, SUITE 2205 NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| /s/ Ari Zweiman, Managing Member of 683 Capital GP, LLC, in its capacity as general partner of 683 Capital Partners, LP | 02/12/2018 |
| __Signature of Reporting Person | Date |
| /s/ Ari Zweiman, Managing Member of 683 Capital Management, LLC | 02/12/2018 |
| __Signature of Reporting Person | Date |
| /s/ Ari Zweiman | 02/12/2018 |
| __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).
 - (1) This Form 3 is filed jointly by 683 Capital Management, LLC ("683 Management"), 683 Capital Partners, LP ("683 Partners") and Ari Zweiman (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
 - (2) Represents securities held directly by 683 Partners. 683 Management is the investment manager of 683 Partners. Ari Zweiman is the Managing Member of 683 Management. As a result, each of 683 Management and Ari Zweiman may be deemed to beneficially own the securities held by 683 Partners.
 - (3) Each share of Series A Convertible Preferred Stock of the Issuer is convertible into 10 shares of Common Stock of the Issuer, subject to adjustment.

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.