Edgar Filing: BIODELIVERY SCIENCES INTERNATIONAL INC - Form 5

BIODELIVERY SCIENCES INTERNATIONAL INC

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

Form 5

February 13, 2015

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer D'Alonzo Thomas Symbol **BIODELIVERY SCIENCES** (Check all applicable) INTERNATIONAL INC [BDSI] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2014 C/O BIODELIVERY SCIENCES INTL, INC.,, 801 CORPORATE **CENTER DRIVE, SUITE 210** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) RALEIGH, ÂNCÂ 27607 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (D) or (Instr. 3) Disposed of (D) Beneficially Beneficial Code (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price

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 Am Underlying Sec (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	A or N
Restricted Stock Units	\$ 0	08/12/2014	Â	A4	20,000	Â	(1)	08/11/2015	Common Stock	2
Restricted Stock Units	\$ 0	08/12/2014	Â	J4 <u>(1)</u>	Â	10,000	(1)	08/11/2015	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of the reality reduces	Director	10% Owner	Officer	Othe		
D'Alonzo Thomas						
C/O BIODELIVERY SCIENCES INTL, INC.,		Â	â	â		
801 CORPORATE CENTER DRIVE, SUITE 210	ÂΧ	A	А	А		
RALEIGH, NC 27607						

Signatures

Thomas
D'Alonzo

**Signature of

Date

**Signature of Reporting Person

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).

The restricted stock units ("RSUs") were issued to the Reporting Person on August 12, 2014, as compensation for service on the Issuer's board of directors. 10,000 RSUs vested immediately, and the acquisition of the common stock was reported on the Reporting Person's Form 4 filed with the Securities and Exchange Commission on August 14, 2014. The remaining 10,000 RSUs vest on August 11, 2015. Upon vesting, each RSU entitles the Reporting Person to one share of the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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