

Guse Kyle
Form 4
January 15, 2019

FORM 4

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

OMB APPROVAL

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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 *
Guse Kyle

(Last) (First) (Middle)

C/O ATOSSA GENETICS
INC., 107 SPRING STREET

(Street)

SEATTLE, WA 98104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ATOSSA GENETICS INC [ATOS]

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

01/13/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
CFO, Gen Counsel and Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ 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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Am Nur Sha
			Code	V	(A)	(D)				
Stock Option (Right to Buy)	\$ 2.38	01/13/2019	D ⁽¹⁾		700,000		⁽²⁾	06/27/2028	Common Shares	70
Stock Option (Right to Buy)	\$ 1.36	01/13/2019	A ⁽¹⁾		800,000		⁽³⁾	01/13/2029	Common Shares	80

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guse Kyle C/O ATOSSA GENETICS INC. 107 SPRING STREET SEATTLE, WA 98104			CFO, Gen Counsel and Secretary	

Signatures

/s/ Kyle Guse 01/15/2019

**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 June 27, 2018 options are being rescinded and a new option is being granted in order to: (i) impose a shareholder-approval requirement for the new option grant, and (ii) remove the cash settlement feature and associated liability from the June 27, 2018 grant.
- (2) Twenty-five percent of the options were vested as of the grant date (June 27, 2018), 50% of the options will vest quarterly over two years from the grant date, and the remaining 25% will vest upon achievement of certain milestones.
- (3) Subject to stockholder approval of the option grant, the option will vest and be exercisable with respect to: (i) 25% of the underlying shares as of the grant date (January 13, 2019), (ii) 50% of the underlying shares over a two-year period (vesting ratably quarterly) from June 27, 2018, and (iii) 25% of the underlying shares upon achievement of certain milestones. If the option grant is not approved by stockholders, then the option will not be exercisable.

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.