

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-28** | Period of Report: **2013-01-28**
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REPORTING OWNER

BENTSUR RON

CIK: **1251213**

Type: **3** | Act: **34** | File No.: **001-35619** | Film No.: **13552837**

Mailing Address
750 LEXINGTON AVE
20TH FL
NEW YORK NY 10022

ISSUER

STEMLINE THERAPEUTICS INC

CIK: **1264587** | IRS No.: **450522567** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **2834** Pharmaceutical preparations

Mailing Address
750 LEXINGTON AVENUE
NEW YORK NY 10022

Business Address
750 LEXINGTON AVENUE
NEW YORK NY 10022
212-831-1111

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

1. Name and Address of Reporting Person <u>BENTSUR RON</u> (Last) (First) (Middle) C/O STEMLINE THERAPEUTICS, INC., 750 LEXINGTON AVENUE, 6TH FLOOR (Street) NEW YORK, NY 10022 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/28/2013	3. Issuer Name and Ticker or Trading Symbol <u>STEMLINE THERAPEUTICS INC [STML]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input 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	3,252	D	

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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	07/01/2004	12/01/2013	Common Stock	903	\$1.11	D	
Stock Option (right to buy)	04/01/2009	04/01/2015	Common Stock	5,421	\$4.09	D	
Stock Option (right to buy)	12/10/2007	12/10/2017	Common Stock	2,013	\$1.98	D	
Stock Option (right to buy)	(1)	05/06/2019	Common Stock	10,831	\$2.22	D	
Stock Option (right to buy)	(2)	03/22/2020	Common Stock	21,684	\$2.21	D	
Stock Option (right to buy)	(3)	03/08/2021	Common Stock	9,034	\$2.92	D	
Stock Option (right to buy)	(4)	03/09/2022	Common Stock	18,070	\$3.3	D	

Explanation of Responses:

1. The option vests in four substantially equal installments over 4 years. 8,123 shares were vested as of April 3, 2012, and the remaining 2,708 shares will become exercisable on April 3, 2013.
2. The option vests over three years. 3,614 shares vested on March 22, 2011, an additional 7,228 shares vested on March 22, 2012, and the remaining 10,842 shares will become exercisable on March 22, 2013.
3. The option vests as to 4,517 of the shares in four equal installments on March 8, 2012, March 8, 2013, March 8, 2014, and March 8, 2015. The option vests as to the remaining 4,517 shares upon the closing of a financing with proceeds that equal or exceed \$25,000,000.
4. The option vests over 4 years: 25% upon the closing of an initial public offering (the "Closing") and 6.25% quarterly thereafter for the next 12 quarters, beginning on the 3-month anniversary of the Closing.

Signatures

/s/ Ron Bentsur

** Signature of Reporting Person

01/28/2013

Date

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

* 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).

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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