

SECURITIES AND EXCHANGE COMMISSION

FORM 3

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

Bergstein Ivan

CIK: **1554767**

Type: **3** | Act: **34** | File No.: **001-35619** | Film No.: **13552859**

Mailing Address
C/O STEMLINE
THERAPEUTICS, INC.
750 LEXINGTON AVENUE,
6TH FLOOR
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>Bergstein Ivan</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 checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO, Pres., Treas., Sec. |
| | | 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 | 1,815,183 | 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) | (1) | 05/19/2013 | Common Stock | 43,324 | \$1.98 | D | |
| Stock Option (right to buy) | (2) | 03/22/2020 | Common Stock | 271,057 | \$2.21 | D | |
| Stock Option (right to buy) | (3) | 03/08/2021 | Common Stock | 90,352 | \$2.92 | D | |
| Stock Option (right to buy) | (4) | 03/09/2022 | Common Stock | 180,704 | \$3.3 | D | |

Explanation of Responses:

- 1. The option became fully exercisable as of December 31, 2011.

2. The option vests as to 100% of the shares upon the earlier of (i) the closing of a capital-raising financing by the Company of at least \$20,000,000, (ii) the sale of the Company, (iii) the completion of a public offering, (iv) the termination of the holder's employment with the Company, or (v) a material diminution in the holder's authority, duties, and responsibilities with the Company.
3. The option vests with respect to 45,176 shares in equal annual installments through the fourth anniversary of March 8, 2011, the grant date, and with respect to the remaining 45,176 shares upon the closing of a capital-raising financing by Company of at least \$25,000,000.
4. The option vests over a four year period, in which 25% vest upon the first anniversary of the vesting commencement date, and the remaining 75% vest in equal quarterly installments. With respect to the right to purchase 90,352 of the shares underlying this option, the vesting commencement date is January 1, 2012, and with respect to the remaining 90,352 shares underlying this option, the vesting commencement date is the closing of an initial public offering.

Signatures

/s/ Ivan Bergstein, M.D.

** 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.

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 Number.