

MILBY RANDY  
Form 4  
March 22, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**MILBY RANDY**

(Last) (First) (Middle)

**C/O CORMEDIX INC., 745 ROUTE 202-206, SUITE 303**

(Street)

**BRIDGEWATER, NJ US 08807**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CorMedix Inc. [CRMD]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/20/2013**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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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SEC 1474 (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 | 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) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title                                     | Amount           |
|---|------------------------------|------------------|------------|--|------------------|-----------------|---|------------------|
|   |                              |                  | Code       | V (A) (D)  |                  |                 |   | Number of Shares |
| Stock Option (right to buy)                                 | \$ 0.9                       | 03/20/2013       | A          | 500,000  | (1)              | 03/20/2023      | Common Stock, \$0.001 par value per share | 500,000          |
| Stock Option (right to buy)                                 | \$ 0.68                      |                  |            |  | (2)              | 12/05/2022      | Common Stock, \$0.001 par value per share | 100,000          |
| Senior Convertible Note (convertible into Common Stock) (4) | \$ 0.35                      |                  |            |  | 09/20/2012       | 09/20/2013      | Common Stock, \$0.001 par value per share | 142,000          |
| Warrant (right to purchase Common Stock) (4)                | \$ 0.4                       |                  |            |  | 09/20/2012       | 09/20/2017      | Common Stock, \$0.001 par value per share | 125,000          |
| Stock Option (right to buy)                                 | \$ 0.29                      |                  |            |  | (5)              | 05/14/2022      | Common Stock, \$0.001 par value per share | 50,000           |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| MILBY RANDY<br>C/O CORMEDIX INC.<br>745 ROUTE 202-206, SUITE 303<br>BRIDGEWATER, NJ US 08807 | X             |           | Chief Executive Officer |       |

## Signatures

Alexander M. Donaldson, with a Power of Attorney for Randy  
Milby

03/22/2013

\_\_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) These options vest based on performance milestones running through December 31, 2014.
- (2) These options vest as follows: (a) fifty percent (50%) on the date of issuance of the CE Mark certification for Neutrolin in Europe, if the CE Mark approval is obtained on or before June 30, 2013, and (b) fifty percent (50%) on December 31, 2013.
- (3) The reporting person beneficially owns these securities through his ownership interest in MW Bridges LLC (an entity through which he has voting and investment control).  
  
On September 20, 2012, the reporting person, through his ownership in MW Bridges LLC (an entity through which he has voting and investment control), acquired in a private placement \$50,000 of (i) 9% Senior Convertible Notes, convertible into shares of the Company's Common Stock, \$0.001 par value per share, at a conversion price of \$0.35 per share; and (ii) a five-year redeemable warrant to purchase common stock at an exercise price of \$0.40 per share.
- (5) These options vest 100% upon receipt of CE Mark approval for the Company's Neutrolin product candidate.

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.