

SULLIVAN NORA B

Form 4

April 03, 2018

**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 \*  
**SULLIVAN NORA B**

(Last) (First) (Middle)

**22ND CENTURY GROUP,  
 INC., 8560 MAIN STREET**

(Street)

**WILLIAMSVILLE, NY 14221**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol  
**22nd Century Group, Inc. [XXII]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**03/06/2018**

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)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock                    |                                      |                                                    |                                | (A) or (D) Price                                                  | 16,375                                                                                        | D                                                        |                                   |

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)*

## Edgar Filing: SULLIVAN NORA B - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title           | Am<br>Nun<br>Sha |
| Non-Qualified<br>Stock Option                       | \$ 2.76                                                               | 03/06/2018                              |                                                             | A                                       |                                                                                                              | 51,724                                                         |     | <u>(1)</u>                                                     | 03/06/2023         | Common<br>Stock | 5                |
| Non-Qualified<br>Stock Option                       | \$ 1.39                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | <u>(2)</u>                                                     | 05/24/2022         | Common<br>Stock | 10               |
| Non-Qualified<br>Stock Option                       | \$ 0.95                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 03/04/2017                                                     | 03/04/2021         | Common<br>Stock | 13               |
| Non-Qualified<br>Stock Option                       | \$ 1.43                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/20/2016                                                     | 05/20/2020         | Common<br>Stock | 6                |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships                    |
|--------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                            | Director 10% Owner Officer Other |
| SULLIVAN NORA B<br>22ND CENTURY GROUP, INC.<br>8560 MAIN STREET<br>WILLIAMSVILLE, NY 14221 | X                                |

## Signatures

John J. Wolfel, Attorney-in-Fact for Nora  
Sullivan

04/03/2018

\_\_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) Non-Qualified Stock Options which vest 100% on March 6, 2019.
- (2) Non-Qualified Stock Options which vest 100% on April 1, 2018.

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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