

Johnson Randall  
Form 4  
January 22, 2013

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Johnson Randall

2. Issuer Name **and** Ticker or Trading  
Symbol

CALLISTO PHARMACEUTICALS  
INC [CLSP]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O CALLISTO  
PHARMACEUTICALS, INC., 420  
LEXINGTON AVE., SUITE 1609

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/17/2013

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

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

NEW YORK, NY 10170

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount Price		
Common Stock	01/17/2013		D		113,636	D	0

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

**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 control  
number.**

SEC 1474  
(9-02)

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

# Edgar Filing: Johnson Randall - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 1.8	01/17/2013		D		10,000		12/20/2004	12/20/2014	Common Stock	10,000
Stock Options	\$ 1.5	01/17/2013		D		75,000		<u>(2)</u>	02/10/2015	Common Stock	75,000
Stock Options	\$ 1.17	01/17/2013		D		6,000		<u>(3)</u>	10/20/2015	Common Stock	6,000
Stock Options	\$ 1.45	01/17/2013		D		3,000		12/23/2006	12/23/2015	Common Stock	3,000
Stock Options	\$ 0.77	01/17/2013		D		6,000		<u>(4)</u>	10/12/2016	Common Stock	6,000
Stock Options	\$ 0.83	01/17/2013		D		3,000		10/19/2007	10/19/2016	Common Stock	3,000
Stock Options	\$ 0.47	01/17/2013		D		6,000		<u>(5)</u>	09/26/2017	Common Stock	6,000
Stock Options	\$ 0.47	01/17/2013		D		6,500		09/26/2008	09/26/2017	Common Stock	6,500
Stock Options	\$ 0.08	01/17/2013		D		6,000		<u>(6)</u>	12/18/2018	Common Stock	6,000
Stock Options	\$ 0.08	01/17/2013		D		6,500		12/18/2009	12/18/2018	Common Stock	6,500
Stock Options	\$ 0.2	01/17/2013		D		6,000		<u>(7)</u>	12/29/2019	Common Stock	6,000
Stock Options	\$ 0.2	01/17/2013		D		6,500		12/29/2009	12/29/2019	Common Stock	6,500
Stock Options	\$ 0.66	01/17/2013		D		6,500		05/19/2011	05/19/2021	Common Stock	6,500
Stock Options	\$ 0.66	01/17/2013		D		6,000		<u>(8)</u>	05/19/2021	Common Stock	6,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

## Edgar Filing: Johnson Randall - Form 4

Director   10% Owner   Officer   Other

Johnson Randall  
C/O CALLISTO PHARMACEUTICALS, INC.      X  
420 LEXINGTON AVE., SUITE 1609  
NEW YORK, NY 10170

## Signatures

/s/ Randall

Johnson      01/22/2013

\_\_\_\_\_  
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).

Pursuant to the Agreement and Plan of Merger, dated as of July 20, 2012, as amended October 15, 2012, by and between Synergy Pharmaceuticals Inc ("Synergy") and Callisto Pharmaceuticals, Inc. ("Callisto"), Callisto merged with and into Synergy (the "Merger"). Upon the effective time of the Merger, each share of Callisto common stock was cancelled and exchanged for .1799 shares of Synergy

- (1) common stock (the "Exchange Ratio"). Each stock option exercisable for shares of Callisto common stock that is outstanding at the effective time of the Merger was assumed by Synergy and converted into a stock option to purchase the number of shares of Synergy's common stock that the holder would have received if such holder had exercised such stock option for shares of Callisto common stock prior to the Merger and exchanged such shares for Synergy common stock in accordance with the Exchange Ratio.
- (2) 25,000 options vested each year on February 10, 2006, 2007 and 2008, respectively.
- (3) 2,000 options vested each year on October 20, 2006, 2007 and 2008, respectively.
- (4) 2,000 options vested each year on October 12, 2007, 2008 and 2009, respectively.
- (5) 2,000 options vested each year on September 28, 2008, 2009 and 2010, respectively.
- (6) 2,000 options vested each year on December 18, 2009, 2010 and 2011, respectively.
- (7) 2,000 options vested on each of December 29, 2010, 2011 and 2012, respectively.
- (8) 2,000 options vested on May 19, 2012 and 2,000 options vest on each of May 19, 2013 and 2014, respectively.

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.