SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*       2. Date of Event Requiring Statem (Month/Day/Year)         SILVERSTEIN JONATHAN       11/16/2017		tement	3. Issuer Name and Ticker or Trading Symbol <u>scPharmaceuticals Inc.</u> [ SCPH ]					
(Last) (First) (Middle) C/O SCPHARMACEUTICALS INC.			4. Relationship of Reporting Perso (Check all applicable) X Director				5. If Amendment, Date of Original Filed (Month/Day/Year)	
2400 DISTRICT AVENUE, SUITE 310				Officer (give title below)	Other (spec below)	Ap	plicable Line)	/Group Filing (Check
(Street) BURLINGTON MA 01830								y One Reporting Person y More than One erson
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)				t of Securities Ily Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)	
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 Securitie Underlying Derivative Security (			4. Conversio or Exercis Price of	e Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable				Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
Series B Preferred Stock	(1)	(1)	Co	ommon Stock	18,500,000	(1)	Ι	By: OrbiMed Private Investments VI, L.P. <sup>(2)</sup>

## Explanation of Responses:

1. All series of Convertible Preferred Stock will automatically convert into scPharmaceuticals Inc. common stock on a 7.180193-for-1 basis immediately prior to the closing of the initial public offering and have no expiration date.

2. The shares of Series B Preferred Stock are held of record by OrbiMed Private Investments VI, L.P. ("OPI VI"). OrbiMed Capital GP VI C ("GP VI") is the sole general partner of OPI VI, and OrbiMed Advisors LLC ("Advisors"), a registered adviser under the Investment Advisers Act of 1940, as amended, is the sole managing member of GP VI. Jonathan Silverstein, a natural person, is a is a managing members of, and holder of a controlling interest in Advisors. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or any other purpose.

## **Remarks:**

Exhibit 24 - Power of Attorney

<u>/s/ Courtney Gaughan,</u> <u>Attorney-in-Fact</u>

11/16/2017

\*\* Signature of Reporting Person 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 5 (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.

Know all by these presents that the undersigned hereby constitutes and appoints each of John H. Tucker, Troy Ignelzi, Arthur McGivern and Courtney Gaughan, and with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of scPharmaceuticals Inc., a Delaware corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of November, 2017.

/s/ Jonathan T. Silverstein Name: Jonathan T. Silverstein