SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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1. Name and Address of Reporting Person[*] Nokes Rachael	2. Issuer Name **and** Ticker or Trading Symbol scPharmaceuticals Inc. [SCPH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O SCPHARMACEUTICALS INC. 2400 DISTRICT AVENUE, SUITE 310	3. Date of Earliest Transaction (Month/Day/Year) 02/25/2022	Director 10% Owner X Officer (give title below) Other (specify below) See Remarks
(Street) BURLINGTON MA 01803	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/25/2020		F		1,981[1]	D	$10.09	11,869	D	
Common Stock	02/25/2021		F		1,976[1]	D	$7.27	9,893	D	
Common Stock	01/19/2023		A		11,700[2]	A	$6.14	21,593	D	

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	$6.14	01/19/2023		A		17,550		[3]	01/19/2033	Common Stock	17,550	$0.00	17,550	D	

Explanation of Responses:

1. The shares reported as disposed were withheld by the Issuer to satisfy tax withholding obligations of the Reporting Person related to the vesting of restricted stock units.

2. Consists of a restricted stock unit ("RSU") award made pursuant to the ScPharmaceuticals Inc. 2017 Stock Option and Incentive Plan. The RSUs vest as to 25% of the shares underlying the RSUs on each of the first four anniversaries of January 1, 2023, such that the RSUs will be fully vested on January 1, 2027.

3. The option shares vest over a four-year period, at a rate of 25% on January 1, 2024, with the remaining option shares vesting in 36 equal monthly installments thereafter, such that the option shares will be fully vested on January 1, 2027.

Remarks:

Chief Financial Officer and Treasurer

/s/ Rachael Nokes   01/23/2023

** 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 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.