

BERGER RONALD
Form 5
February 13, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BERGER RONALD

(Last) (First) (Middle)

7 DEERPARK DRIVE, STE K

(Street)

2. Issuer Name and Ticker or Trading Symbol
Cytosorbents Corp [CTSO]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

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

6. Individual or Joint/Group Reporting

(check applicable line)

MONMOUTH JUNCTION, NJ 08852

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock, par value \$0.001 per share | 08/11/2006 | | P4 | 500 A \$ 3.72 | 6,500 | I | Spouse |
| Common Stock, par value \$0.001 per share | 06/21/2007 | | P4 | 1,000 A \$ 0.55 | 6,500 | I | Spouse |

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Common Stock, par value \$0.001 per share 08/27/2007 Â P4 5,000 A \$ 0.55 6,500 I Spouse

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

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SEC 2270 (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 (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 Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|------------------|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Series B Preferred Stock | \$ 0.0362 ⁽¹⁾ | 10/05/2009 | Â | P4 | 68.83 | Â | Â ⁽²⁾ | Â ⁽³⁾ | Common Stock, par value \$0.001 per share | 19 |
| Convertible Note ⁽⁴⁾ | \$ 0.1 | 10/22/2010 | Â | P4 | \$ 5,000 | Â | Â ⁽²⁾ | 10/22/2012 | Common Stock, par value \$0.001 | 50 |
| Warrants | Â | 10/22/2010 | Â | P4 | 43,333 ⁽⁵⁾ | Â | Â ⁽²⁾ | Â ⁽³⁾ | Common Stock, par value \$0.001 | 40 |
| Stock Options | \$ 0.173 | 01/04/2010 | Â | A4 | 15,000 | Â | 01/04/2010 | 01/04/2015 | Common Stock, par value \$0.001 per share | 15,000 |
| Stock Options | \$ 0.168 | 01/28/2009 | Â | A4 | 15,000 | Â | 01/28/2009 | 01/28/2014 | Common Stock, par value \$0.001 per share | 15,000 |
| Stock Options | \$ 0.168 | 01/18/2012 | Â | A4 | 30,000 | Â | 01/18/2012 | 01/18/2017 | Common Stock, par | 30,000 |

| Stock Options | \$ 0.25 | 01/16/2008 | Â | A4 | 9,000 | Â | 01/16/2008 | 01/16/2013 | | value \$0.001 per share | 9 |
|---------------|----------|------------|---|----|--------|---|------------|------------|--|---|---|
| Stock Options | \$ 0.136 | 01/06/2011 | Â | A4 | 75,000 | Â | 01/06/2011 | 01/06/2016 | | Common Stock, par value \$0.001 per share | 7 |
| Stock Options | \$ 0.035 | 06/25/2008 | Â | A4 | 9,000 | Â | 06/25/2008 | 06/25/2013 | | Common Stock, par value \$0.001 per share | 9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERGER RONALD 7 DEERPARK DRIVE STE K MONMOUTH JUNCTION, NJ 08852 | Â | Â | Â See Remarks | Â |

Signatures

/s/ Ronald E. Berger
02/13/2013

**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) The conversion rate of these securities is one share of the Issuer's Common Stock for each \$0.0362 of stated value or accrued but unpaid dividends being converted, subject to adjustment. Each share of the Series B Preferred Stock has a stated value of \$100.
- (2) Immediately exercisable.
- (3) Not applicable.
- (4) The convertible note has expired as of October 22, 2012. Accordingly, the note is convertible into 58,011 shares of Common Stock (the aggregate amount of principal plus accrued interest) at maturity. The Company has not yet issued the corresponding shares, however, intends to do so promptly.
- (5) In connection with the Convertible Note, Ronald Berger holds the following warrants: (i) 8,333 warrants with an exercise price of \$0.15, (ii) 10,000 warrants with an exercise price of \$0.125, and (iii) 25,000 warrants with an exercise price of \$0.10.

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- (6) The stock options were issued as compensation for services rendered.
- (7) Includes all of the options to purchase Common Stock by Ronald Berger.

^

Remarks:

Interim CFO - In connection with David Lamadrid's resignation from his position as CFO on June

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.