

ROCKWELL MEDICAL, INC.  
Form 4  
March 23, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Richmond David S.

2. Issuer Name and Ticker or Trading Symbol  
ROCKWELL MEDICAL, INC.  
[RMTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3568 WILDWOOD AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/21/2017

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
See Footnote 1

JACKSON, MI 49202

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

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock <sup>(1)</sup> <sub>(2)</sub> | 03/21/2017                           |  | P                              |   | 8,726   | A  | \$ 5.7262                         |
|  |                                      |  |                                |   | 8,726   | I  |                                   |
| Common Stock <sup>(1)</sup> <sub>(2)</sub> | 03/21/2017                           |  | P                              |   | 7,408   | A  | \$ 5.7262                         |
|  |                                      |  |                                |   | 41,495  | I  |                                   |
|  | 03/22/2017                           |  | P                              |   | 21,076  | A  | 29,802                            |
|  |                                      |  |                                |   | 29,802  | I  |                                   |

By: RBI Private Investment II, LLC <sup>(4)</sup>

By: Richmond Brothers 401(k) Profit Sharing Plan <sup>(5)</sup>

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|                                       |  |    |         |   |   |
|---------------------------------------|--|----|---------|---|---|
| Common Stock <u>(1)</u><br><u>(2)</u> |  | \$ |         |   | By: RBI Private Investment II, LLC <u>(4)</u> |
| Common Stock <u>(1)</u><br><u>(2)</u> |  |    | 164,841 | I | By: RBI Private Investment I, LLC <u>(3)</u>  |
| Common Stock <u>(1)</u><br><u>(2)</u> |  |    | 176,412 | D |   |
| Common Stock <u>(1)</u><br><u>(2)</u> |  |    | 28,096  | I | By: Spouse of David S. Richmond <u>(6)</u>    |
| Common Stock <u>(1)</u><br><u>(2)</u> |  |    | 147     | I | By: Daughter of David S. Richmond <u>(7)</u>  |
| Common Stock <u>(1)</u><br><u>(2)</u> |  |    | 7       | I | By: Son of David S. Richmond <u>(8)</u>       |
| Common Stock <u>(1)</u><br><u>(2)</u> |  |    | 40,684  | I | By: Matthew J. Curfman                        |
| Common Stock <u>(1)</u><br><u>(2)</u> |  |    | 34,385  | I | By: Spouse of Matthew J. Curfman <u>(9)</u>   |

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)*

| 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|

Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                |
|---|---------------|-----------|---------|----------------|
|   | Director      | 10% Owner | Officer | Other          |
| Richmond David S.<br>3568 WILDWOOD AVENUE<br>JACKSON, MI 49202                            |               | X         |         | See Footnote 1 |
| RBI Private Investment I, LLC<br>3568 WILDWOOD AVENUE<br>JACKSON, MI 49202                |               |           |         | See Footnote 1 |
| RBI Private Investment II, LLC<br>3568 WILDWOOD AVENUE<br>JACKSON, MI 49202               |               |           |         | See Footnote 1 |
| RBI PI Manager, LLC<br>3568 WILDWOOD AVENUE<br>JACKSON, MI 49202                          |               |           |         | See Footnote 1 |
| Richmond Brothers 401(k) Profit Sharing Plan<br>3568 WILDWOOD AVENUE<br>JACKSON, MI 49202 |               |           |         | See Footnote 1 |
| Richmond Brothers, Inc.<br>3568 WILDWOOD AVENUE<br>JACKSON, MI 49202                      |               | X         |         | See Footnote 1 |
| Curfman Matthew J.<br>3568 WILDWOOD AVENUE<br>JACKSON, MI 49202                           |               | X         |         | See Footnote 1 |

## Signatures

|  |            |
|--|------------|
| By: /s/ David S. Richmond  | 03/23/2017 |
| __Signature of Reporting Person  | Date       |
| By: RBI Private Investment I, LLC; By: RBI PI Manager, LLC, Manager; By: /s/ David S. Richmond, Manager  | 03/23/2017 |
| __Signature of Reporting Person  | Date       |
| By: RBI Private Investment II, LLC; By: RBI PI Manager, LLC, Manager; By: /s/ David S. Richmond, Manager | 03/23/2017 |
| __Signature of Reporting Person  | Date       |

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|  |            |
|--|------------|
| By: RBI PI Manager, LLC; By: /s/ David S. Richmond, Manager                          | 03/23/2017 |
| __Signature of Reporting Person  | Date       |
| By: Richmond Brothers 401(k) Profit Sharing Plan; By: /s/ David S. Richmond, Trustee | 03/23/2017 |
| __Signature of Reporting Person  | Date       |
| By: Richmond Brothers, Inc.; By: /s/ David S. Richmond, Chairman                     | 03/23/2017 |
| __Signature of Reporting Person  | Date       |
| By: /s/ Matthew J. Curfman   | 03/23/2017 |
| __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) This Form 4 is filed jointly by RBI Private Investment I, LLC ("RBI PI"), RBI Private Investment II, LLC ("RBI PII"), RBI PI Manager, LLC ("RBI Manager"), Richmond Brothers 401(k) Profit Sharing Plan ("RBI Plan"), Richmond Brothers, Inc. ("Richmond Brothers"), David S. Richmond and Matthew J. Curfman (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein. The filing of this Form 4 shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer he or it does not directly own.

(2) Not reported herein are shares of Common Stock held in certain accounts managed by Richmond Brothers (the "Separately Managed Accounts"). Richmond Brothers is entitled to a management fee from the Separately Managed Accounts based solely on the value of assets under management. Accordingly, neither Richmond Brothers nor any other Reporting Person has a pecuniary interest in any of the shares held in the Separately Managed Accounts for purposes of Section 16.

(3) Represents securities directly owned by RBI PI. RBI Manager, as the manager of RBI PI, may be deemed to beneficially own the securities owned directly by RBI PI. Mr. Richmond, as the manager of RBI Manager, may be deemed to beneficially own the securities owned directly by RBI PI.

(4) Represents securities directly owned by RBI PII. RBI Manager, as the manager of RBI PII, may be deemed to beneficially own the securities owned directly by RBI PII. Mr. Richmond, as the manager of RBI Manager, may be deemed to beneficially own the securities owned directly by RBI PII.

(5) Represents securities directly owned by RBI Plan. Messrs. Richmond and Curfman, as trustees of RBI Plan, may be deemed to beneficially own the securities owned directly by RBI Plan.

(6) Represents securities directly owned by Mr. Richmond's spouse. Mr. Richmond may be deemed to beneficially own the securities owned directly by his spouse.

(7) Represents securities directly owned by Mr. Richmond's daughter. Mr. Richmond may be deemed to beneficially own the securities owned directly by his daughter.

(8) Represents securities directly owned by Mr. Richmond's son. Mr. Richmond may be deemed to beneficially own the securities owned directly by his son.

(9) Represents securities directly owned by Mr. Curfman's spouse. Mr. Curfman may be deemed to beneficially own the securities owned directly by his spouse.

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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