Keen Brandy Marie Form 4 December 20, 2018

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

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

Estimated average burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Keen Brandy Marie Issuer Symbol Surna Inc. [SRNA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_\_X\_\_ Other (specify Officer (give title 6914 PEACE STREET 12/18/2018 below) below) Former 10% Owner (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) Form filed by One Reporting Person X\_ Form filed by More than One Reporting Person

FREDERICK, CO 80530

(2)

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Amount (D) Price Common Stock, par 12/18/2018 value 12/18/2018 A 35,190 (2) 18,194,859 D Α \$0.00001 (1)

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

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# 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. Transacti Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Preferred Stock Option Agreement	\$ 0 (2)	12/18/2018	12/18/2018	M	0 (2)	(2)	(2)	Preferred Stock	35,189,669

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Keen Brandy Marie

6914 PEACE STREET Former 10% Owner

FREDERICK, CO 80530

Keen Stephen Banks

6914 PEACE STREET Former 10% Owner

FREDERICK, CO 80530

### **Signatures**

/s/ Brandy M. 12/20/2018 Keen

\*\*Signature of Date

Reporting Person

/s/ Stephen B.

Keen 12/20/2018

\*\*Signature of Date
Reporting Person

## **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).

The amount of common stock beneficially owned by the Reporting Persons under Table I, column 5 includes 1,000,000 shares of common stock issued to Brandy Keen on July 13, 2018 in settlement of 1,000,000 restricted stock units that vested on June 30, 2018. The grant of the restricted stock units was previously reported in a Form 4 filed on May 31, 2018.

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On December 18, 2018, the Issuer issued 35,190 shares of common stock to the Reporting Persons in connection with the Issuer's exercise of an option under a Preferred Stock Option Agreement dated May 29, 2018. The Issuer previously reported this Preferred Stock Option Agreement in Table II on a Form 4 filed on May 31, 2018. Pursuant to the exercise of this option and the closing of the transactions thereunder on December 18, 2018, the Issuer acquired all 35,189,669 shares of preferred stock owned by the Reporting

transactions thereunder on December 18, 2018, the Issuer acquired all 35,189,669 shares of preferred stock owned by the Reporting Persons in exchange for 35,190 shares of common stock. The common stock issued upon exercise were restricted shares. The option expired on April 30, 2020. As consideration for Reporting Persons' grant of the option, the Issuer also paid them \$5,000. The sale of the preferred stock by the Reporting Persons and the issuance of common stock to the Reporting Persons upon exercise of the option by the Issuer, are transactions exempt from Section 16(b) of the Exchange Act.

#### **Remarks:**

The Reporting Persons are longer subject to Section 16 based on their ownership of the Issuer's common stock being less than 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.