

CorMedix Inc.  
Form SC 13G  
March 05, 2014

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

**SCHEDULE  
13G**

Under the  
Securities  
Exchange Act of  
1934

(Amendment No.  
)\*

CorMedix Inc.  
(Name of Issuer)

Common Stock,  
par value \$0.001  
per share  
(Title of Class of  
Securities)

21900C100  
(CUSIP Number)

March 4, 2014  
(Date of Event  
Which Requires  
Filing of this  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule 13G is  
filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Page 1 of 12

Pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<b>1</b>	NAMES OF REPORTING PERSONS
<b>2</b>	Kingsbrook Opportunities Master Fund LP CHECK THE APPROPRIATE .. BOX IF A (a) .. MEMBER (b) .. OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF
<b>4</b>	ORGANIZATION
<b>5</b>	Cayman Islands SOLE VOTING POWER
<b>6</b>	- 0 - SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b> 1,480,000 shares of Common Stock SOLE DISPOSITIVE POWER
<b>8</b>	- 0 - SHARED DISPOSITIVE POWER
<b>9</b>	<b>8</b> 1,480,000 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING  
PERSON

1,480,000 shares of  
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED

**11**

BY AMOUNT IN

ROW (9)

6.8%

TYPE OF

REPORTING

**12**

PERSON

PN

<b>1</b>	NAMES OF REPORTING PERSONS
	Kingsbrook Opportunities GP LLC
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) ..
	(b) ..
<b>3</b>	SEC USE ONLY
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
	- 0 -
	SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	1,480,000 shares of Common Stock
<b>7</b>	SOLE DISPOSITIVE POWER
	- 0 -
	SHARED DISPOSITIVE POWER
<b>8</b>	1,480,000 shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

1,480,000 shares of  
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED

BY AMOUNT IN

ROW (9)

6.8%

TYPE OF

REPORTING

PERSON

OO

10

11

12

<b>1</b>	NAMES OF REPORTING PERSONS
	Kingsbrook Partners LP
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) ..
	(b) ..
<b>3</b>	SEC USE ONLY
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
	- 0 -
	SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	1,480,000 shares of Common Stock
<b>7</b>	SOLE DISPOSITIVE POWER
	- 0 -
	SHARED DISPOSITIVE POWER
<b>8</b>	1,480,000 shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH  
REPORTING  
PERSON

1,480,000 shares of  
Common Stock

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

**10**

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**11**

REPRESENTED  
BY AMOUNT IN  
ROW (9)

6.8%  
TYPE OF  
REPORTING  
PERSON

**12**

PN

<b>1</b>	NAMES OF REPORTING PERSONS
<b>2</b>	Ari Storch CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
<b>3</b>	SEC USE ONLY
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	United States SOLE VOTING POWER
<b>6</b>	- 0 - SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b> 1,480,000 shares of Common Stock
<b>8</b>	SOLE DISPOSITIVE POWER
<b>9</b>	- 0 - SHARED DISPOSITIVE POWER
<b>9</b>	<b>8</b> 1,480,000 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING  
PERSON

1,480,000 shares of  
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED

**11**

BY AMOUNT IN

ROW (9)

6.8%

TYPE OF

REPORTING

**12**

PERSON

IN

<b>1</b>	NAMES OF REPORTING PERSONS
<b>2</b>	Adam J. Chill CHECK THE APPROPRIATE .. BOX IF A (a) .. MEMBER (b) .. OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR
<b>4</b>	PLACE OF ORGANIZATION
<b>5</b>	United States SOLE VOTING POWER
<b>6</b>	- 0 - SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b> 1,480,000 shares of Common Stock SOLE DISPOSITIVE POWER
<b>8</b>	- 0 - SHARED DISPOSITIVE POWER
<b>9</b>	<b>8</b> 1,480,000 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING  
PERSON

1,480,000 shares of  
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED

**11**

BY AMOUNT IN

ROW (9)

6.8%

TYPE OF

REPORTING

**12**

PERSON

IN

<b>1</b>	NAMES OF REPORTING PERSONS
<b>2</b>	Scott Wallace CHECK THE APPROPRIATE .. BOX IF A MEMBER OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	United States
<b>5</b>	SOLE VOTING POWER
<b>6</b>	- 0 - SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	1,480,000 shares of Common Stock
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	- 0 - SHARED DISPOSITIVE POWER
<b>9</b>	1,480,000 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING  
PERSON

1,480,000 shares of  
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED

**11**

BY AMOUNT IN

ROW (9)

6.8%

TYPE OF

REPORTING

**12**

PERSON

IN

**Item 1(a) NAME OF ISSUER.**

The name of the issuer is CorMedix Inc. (the "Company").

**Item 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

The Company's principal executive offices are located at 745 Rt. 202-206, Suite 303, Bridgewater, NJ.

**Item 2(a) NAME OF PERSON FILING:**

This statement is filed by:

- (i) Kingsbrook Opportunities Master Fund LP, a Cayman Islands limited partnership (the "Kingsbrook Fund"), with respect to the Common Stock (as defined below) directly held by it;

- (ii) Kingsbrook Opportunities GP LLC, a Delaware limited liability company (the "General Partner"), which serves as the general partner of the Kingsbrook Fund, with respect to the Common Stock directly held by the Kingsbrook Fund;

- (iii) Kingsbrook Partners LP, a Delaware limited partnership (the "Investment Manager"), which serves as the investment manager to the Kingsbrook Fund, with respect to the Common Stock directly held by the Kingsbrook Fund;

- (iv) Mr. Ari Storch ("Mr. Storch"), who serves as senior managing member to the General Partner and KB GP LLC, the general partner of the Investment Manager, with respect to the Common Stock directly held by the Kingsbrook Fund;

- (v) Mr. Adam J. Chill ("Mr. Chill"), who serves as managing member to the General Partner and KB GP LLC, the general partner of the Investment Manager, with respect to the Common Stock directly held by the Kingsbrook Fund; and

- (iii) Mr. Scott Wallace ("Mr. Wallace"), who serves as managing member to the General Partner and KB GP LLC, the general partner of the Investment Manager, with respect to the Common Stock directly held by the Kingsbrook Fund.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

**Item 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

The address of the business office of each of the Reporting Persons is c/o Kingsbrook Partners LP, 689 Fifth Avenue, 12th Floor, New York, New York 10022.

**Item 2(c). CITIZENSHIP:**

The Kingsbrook Fund is a Cayman Islands limited partnership. The General Partner is a Delaware limited liability company. The Investment Manager is a Delaware limited partnership. Messrs. Storch, Chill and Wallace are each United States citizens.

**Item 2(d). TITLE OF CLASS OF SECURITIES:**

Common Stock, par value \$0.001 per share, (the "Common Stock").

**Item 2(e). CUSIP NUMBER:**

21900C100

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) "Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) "Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) "Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) "Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
Employee benefit plan or endowment fund in accordance with

(f) "Rule 13d-1(b)(1)(ii)(F);

Parent holding company or control person in accordance with

- (g) "Rule 13d-1(b)(1)(ii)(G);  
Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(h) "

- (i) "Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);

- (j) "Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: \_\_\_\_\_

**Item**  
**4. OWNERSHIP.**

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

The percentage set forth in Row (11) of the cover page for each Reporting Person is based on an aggregate of 21,894,165 shares of Common Stock currently outstanding which is the sum of (i) 18,934,165 shares of Common Stock reported to be outstanding by the Company as of March 1, 2014 in Exhibit 10.38 to the Current Report on Form 8-K filed by the Company on March 5, 2014 (the "Form 8-K") and (ii) 2,960,000 shares of Common Stock issued by the Company in the offering described in the Form 8-K.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

Not Applicable

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

Not applicable

**Item 9. NOTICE OF DISSOLUTION OF GROUP.**

Not applicable.

**Item 10. CERTIFICATION.**

Each of the Reporting Persons hereby makes the following certification:

By signing below, each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 21900C100 13G Page 11 of 12 Pages

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: March 5, 2014

**KINGSBROOK OPPORTUNITIES MASTER FUND LP**

By: Kingsbrook Opportunities GP LLC, its general partner

/s/ Adam J. Chill  
Name: Adam J. Chill  
Title: Managing Member

**KINGSBROOK OPPORTUNITIES GP LLC**

/s/ Adam J. Chill  
Name: Adam J. Chill  
Title: Managing Member

**KINGSBROOK Partners LP**

By: KB GP LLC, its general partner

/s/ Adam J. Chill  
Name: Adam J. Chill  
Title: Managing Member

/s/ Ari Storch  
Ari Storch

/s/ Adam J. Chill  
Adam J. Chill

/s/ Scott Wallace  
Scott Wallace

EXHIBIT 1

JOINT ACQUISITION STATEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: March 5, 2014

**KINGSBROOK OPPORTUNITIES MASTER FUND LP**

By: Kingsbrook Opportunities GP LLC, its general partner

/s/ Adam J. Chill  
Name: Adam J. Chill  
Title: Managing Member

**KINGSBROOK OPPORTUNITIES GP LLC**

/s/ Adam J. Chill  
Name: Adam J. Chill  
Title: Managing Member

**KINGSBROOK Partners LP**

By: KB GP LLC, its general partner

/s/ Adam J. Chill  
Name: Adam J. Chill  
Title: Managing Member

/s/ Ari Storch  
Ari Storch

/s/ Adam J. Chill  
Adam J. Chill

/s/ Scott Wallace  
Scott Wallace

