SEC Form 4

FORM 4

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

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

| 1. Name and Address of Reporting Person* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| ANDREEFF DANE | HELIUS MEDICAL TECHNOLOGIES, INC. [ HSDT ] | X Director    X 10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 11/30/2023 | X Officer (give title below)    Other (specify below) |
| C/O HELIUS MEDICAL TECHNOLOGIES, INC. 642 NEWTOWN YARDLEY ROAD, SUITE 100 | | President and CEO |
| (Street) | 4. If Amendment, Date of Original Filed (Month/Day/Year) 12/04/2023 | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| NEWTOWN PA 18940 | | X Form filed by One Reporting Person |
| (City) (State) (Zip) | | Form filed by More than One Reporting Person |

Rule 10b5-1(c) Transaction Indication

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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 | 11/30/2023 | | P | | 641 | A | $6.3704 | 1,239[1][2] | I | See footnote[3] |
| Common Stock | 12/01/2023 | | P | | 643 | A | $6.448 | 1,882[1][2] | I | See footnote[3] |
| Common Stock | | | | | | | | 9,991[1][2] | I | See footnote[4] |
| Common Stock | | | | | | | | 13,684[2] | I | See footnote[5] |
| Common Stock | | | | | | | | 29[2] | 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 | | | | |

**Explanation of Responses:**

1. On December 4, 2023, the reporting person filed a Form 4 (the "Original Form 4") which incorrectly reported that these shares were purchased by Maple Leaf Discovery I, LP ("MLD I"), when in fact they were purchased by Maple Leaf Offshore, Ltd. ("MLO"). This amendment is being filed to correctly reflect the purchases and the amount of shares held by both MLD I and MLO following the reported transactions.

2. As a result of a rounding error following a reverse stock split by the Issuer, the Original Form 4 incorrectly stated the amount of securities beneficially owned. The amounts reported on this amendment have been corrected to reflect the actual number of shares held at the time of filing the Original Form 4.

3. The shares are held by MLO. The reporting person is the president of the managing member of Andreeff Equity Advisors, L.L.C., the investment manager of MLO and as such may be deemed to beneficially own the securities owned by MLO. The reporting person disclaims beneficial ownership over such shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purposes.

4. The shares are held by MLD I. The reporting person is the managing member of Maple Leaf Capital, the general partner of MLD I and as such may be deemed to beneficially own the securities owned by MLD I. The reporting person disclaims beneficial ownership over such shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purposes.

5. The shares are held by Maple Leaf Partners, L.P. ("MLP"). The reporting person is the managing member of Maple Leaf Capital I, LLC ("Maple Leaf Capital"), the general partner of MLP and as such may be deemed to beneficially own the securities owned by MLP. The reporting person disclaims beneficial ownership over such shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purposes.

/s/ Dane Andreeff     02/15/2024
** 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.