

BioCardia, Inc.
Form SC 13D/A
December 29, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
§ 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§240.13d-2(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 5)*

BioCardia, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

09060U101

(CUSIP Number)

Peter Altman

President and Chief Executive Officer

BioCardia, Inc.

125 Shoreway Road, Suite B

San Carlos, CA 94070

(650) 226-0120

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 21, 2016

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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 ("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).

SCHEDULE 13D

CUSIP No. 09060U101 Page 2 of 6 Pages

1. NAMES OF REPORTING PERSONS
Phillip Frost, M.D.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(see instructions) (b)
3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

- | | | | |
|--------------------------------------------------------------------------------|-----|--------------------------|-----------------------------------|
| | 7. | SOLE VOTING POWER | 0 shares |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 8. | SHARED VOTING POWER | 130,503,835 ⁽¹⁾ shares |
| | 9. | SOLE DISPOSITIVE POWER | 0 shares |
| | 10. | SHARED DISPOSITIVE POWER | 130,503,835 ⁽¹⁾ shares |
- WITH

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
130,503,835 ⁽¹⁾ shares
12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions)
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
28.5%
14. TYPE OF REPORTING PERSON (see instructions)

IN

⁽¹⁾ Consists of 130,503,835 shares of Common Stock held by Frost Gamma Investments Trust. Dr. Phillip Frost is the trustee and Frost Gamma Limited Partnership is the sole and exclusive beneficiary of Frost Gamma Investments Trust. Dr. Frost is one of two limited partners of Frost Gamma Limited Partnership. The general partner of Frost Gamma Limited Partnership is Frost Gamma, Inc. and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is also the sole shareholder of Frost-Nevada Corporation.

SCHEDULE 13D

CUSIP No. 09060U101 Page 3 of 6 Pages

1. NAMES OF REPORTING PERSONS
Frost Gamma Investments Trust 46-0464745
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(see instructions) (b)
 3. SEC USE ONLY
 4. SOURCE OF FUNDS (see instructions)

WC
 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
 6. CITIZENSHIP OR PLACE OF ORGANIZATION

Florida
- | | | | |
|--------------------------------------------------------------------------------|-----|--------------------------|-----------------------------------|
| | 7. | SOLE VOTING POWER | 0 shares |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 8. | SHARED VOTING POWER | 130,503,835 ⁽¹⁾ shares |
| WITH | 9. | SOLE DISPOSITIVE POWER | 0 shares |
| | 10. | SHARED DISPOSITIVE POWER | 130,503,835 ⁽¹⁾ shares |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
130,503,835 ⁽¹⁾ shares
 12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions)
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
28.5%
 14. TYPE OF REPORTING PERSON (see instructions)
OO

⁽¹⁾ Frost Gamma Investments Trust holds 130,503,835 shares of Common Stock. Dr. Phillip Frost is the trustee and Frost Gamma Limited Partnership is the sole and exclusive beneficiary of Frost Gamma Investments Trust. Dr. Frost is one of two limited partners of Frost Gamma Limited Partnership. The general partner of Frost Gamma Limited Partnership is Frost Gamma, Inc. and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is also the sole shareholder of Frost-Nevada Corporation.

SCHEDULE 13D

CUSIP No. 09060U101 Page 4 of 6 Pages

AMENDMENT NO. 5 TO SCHEDULE 13D

This Amendment No. 5, dated December 29, 2016, (the "Amendment") amends and supplements the statement on Schedule 13D filed on March 18, 2008, as amended by Amendment No. 1 to the Schedule 13D filed on September 9, 2008, as amended by Amendment No. 2 to the Schedule 13D filed on December 9, 2009, as amended by Amendment No. 3 to the Schedule 13D filed on May 17, 2016, as amended by Amendment No. 4 to the Schedule 13D filed on November 10, 2016 (together the "Original Schedule 13D"), by Phillip Frost, M.D. and Frost Gamma Investments Trust ("Gamma Trust") (collectively, the "Reporting Persons"). This Amendment relates to the common stock, par value \$0.001 per share, of BioCardia, Inc. (formerly known as Tiger X Medical, Inc., Cardo Medical, Inc. and clickNsettle.com, Inc.), a Delaware corporation (the "Issuer"), and amends the Original Schedule 13D as set forth below. Capitalized terms not defined in this Amendment will have the meanings from the Original Schedule 13D. This Amendment is filed by the Reporting Persons pursuant to the Joint Filing Agreement, dated December 29, 2016 as executed by the reporting persons listed on the cover pages to this Amendment (Exhibit 99.1 to this Amendment).

Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

Pursuant to a Securities Purchase Agreement dated December 21, 2016, Frost Gamma Investments Trust sold 19,230,769 shares of the Issuer's common stock, in a private sale transaction, at a per share sale price of \$0.13.

Item 5. Interest in Securities of the Issuer.

Item 5 is deleted in its entirety and replaced with the following text:

(a)

| Name and Title of Beneficial Owner | Number of Outstanding Shares | Percentage of Outstanding Shares of Beneficially Owned Common Stock ⁽¹⁾ |
|-------------------------------------------|-------------------------------------|-------------------------------------------------------------------------------------------|
|-------------------------------------------|-------------------------------------|-------------------------------------------------------------------------------------------|

| | | |
|---------------------|----------------------------|-------|
| Phillip Frost, M.D. | 130,503,835 ⁽²⁾ | 28.5% |
|---------------------|----------------------------|-------|

| | | |
|-------------------------------|----------------------------|-------|
| Frost Gamma Investments Trust | 130,503,835 ⁽²⁾ | 28.5% |
|-------------------------------|----------------------------|-------|

⁽¹⁾ The percentage of beneficial ownership is based upon 457,426,640 shares of the Issuer's common stock outstanding as of October 24, 2016, as reported in the Issuer's Form 8-K filed October 27, 2016.

Frost Gamma Investments Trust holds 130,503,835 shares of the Issuer's common stock. Dr. Phillip Frost is the trustee and Frost Gamma Limited Partnership is the sole and exclusive beneficiary of Frost Gamma Investments ⁽²⁾Trust. Dr. Frost is one of two limited partners of Frost Gamma Limited Partnership. The general partner of Frost Gamma Limited Partnership is Frost Gamma, Inc. and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is also the sole shareholder of Frost-Nevada Corporation.

SCHEDULE 13D

CUSIP No. 09060U101 Page 5 of 6 Pages

(b) The Reporting Persons' responses to cover page Items 7 through 10 of this Amendment to Original Schedule 13D, including the footnotes thereto, if any, are hereby incorporated by reference in this Item 5.

(c) Transactions in the Issuer's securities effected by the Reporting Persons:

The information set forth above in Item 4 is incorporated herein by reference. There were no additional transactions effected since the filing by the Reporting Persons of Amendment No. 4 to the Schedule 13D filed on November 10, 2016.

(d) – (e) Not applicable.

Item 7. Material to be Filed as Exhibits.

| Exhibit Number | Description |
|---------------------------|----------------------------------------------------------------------------------------------|
| 99.1 | Joint Filing Agreement, dated as of December 29, 2016, by and between the Reporting Persons. |

Signatures

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

Dated: December 29, 2016

/s/ Phillip Frost, M.D.
Phillip Frost, M.D., Individually

**FROST GAMMA INVESTMENTS
TRUST**

Dated: December 29, 2016

By: /s/ Phillip Frost, M.D.
Phillip Frost, M.D., Trustee