SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| <u>Ondra Stephen</u> (f | | | 2. Date of Event Requiring Stater Month/Day/Yea 06/21/2018 | nent | 3. Issuer Name and Ticker or Trading Symbol <u>electroCore, Inc.</u> [ECOR] | | | | | |
|--|---------------|----------------|---|--------------------|--|----------------------------|--|---|--|--|
| (Last) (First) (Middle) 150 ALLEN ROAD, SUITE 201 | | | | | 4. Relationship of Reporting Person (Check all applicable) X Director | | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| (Street) BASKING RIDGE (City) | NJ (State) | 07920 (Zip) | | | | Officer (give title below) | Other (spe below) | App | licable Line) | /Group Filing (Check y One Reporting Person y More than One erson |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | | | |
| 1. Title of Security (Instr. 4) | | | | | 2. Amount of Securities Beneficially Owned (Instr. 4) | | | | Nature of Indirect Beneficial Ownership str. 5) | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 4) | | | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securitie Underlying Derivative Security | | | 4. Conversion or Exercise | se Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | | | Date Exercisable | Expiratior Date | n Title | · | Amount or Number of Shares | Price of Derivative Security | Direct (D) or Indirect (I) (Instr. 5) | |
| Stock Option | | | (1) | 06/22/2028 | 3 | Common Stock | 22,846 | 15 | D | |

Explanation of Responses:

1. The options vest in three equal annual installments upon the close of business on the day before each of the next three annual meetings of stockholders following the date hereof. **Remarks:**

/s/ John L. Cleary, II, attorney-06/21/2018 in-fact

** Signature of Reporting Person Date

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

 \ast If the form is filed by more than one reporting person, see Instruction 5 (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.

POWER OF ATTORNEY FOR SEC FILINGS ON FORMS ID, 3, 4, 5, 144, SCHEDULES 13D and 13G IN RESPECT OF SECURITIES OF ELECTROCORE, INC.

The undersigned hereby constitutes and appoints each of John Cleary, Ira Kotel, Brian Lee and Chris Errico as his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution for him in his name and stead in any and all capacities, to sign and file for and on his behalf, in respect of any acquisition, disposition or other change in ownership of any Common Stock or derivative securities thereof of electroCore, Inc. (the "Company"), the following:

(i) any Form ID to be filed with the Securities and Exchange Commission (the "SEC");

(ii) any Initial Statement of Beneficial Ownership of Securities on Form 3 to be filed with the SEC;

(iii) any Statement of Changes of Beneficial Ownership of Securities on Form 4 to be filed with the SEC;

(iv) any Annual Statement of Beneficial Ownership of Securities on Form 5 to be filed with the SEC;

 (ν) any Notice of Proposed Sale of Securities on Form 144 to be filed with the SEC

(vi) and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition or disposition of securities of the Company, including Schedules 13G and 13D; and

(vii) any and all agreements, certificates, receipts, or other documents in connection therewith. The undersigned hereby gives full power and authority to each attorney-in-fact to seek and obtain as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release such information to the undersigned and approves and ratifies any such release of information. The undersigned hereby grants unto each attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifies and confirms all that any such attorney-in-fact and agent or substitute may do or cause to be done by virtue hereof. The undersigned acknowledges that:

(i) neither the Company nor any of such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (ii) any liability of the undersigned for any failure to comply with such requirements or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(ii) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act. This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney.

Date: June 18, 2018

/s/ Stephen L. Ondra Stephen L. Ondra