

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>Theofilos Charles Steve</u>			2. Issuer Name and Ticker or Trading Symbol <u>electroCore, Inc. [ECOR]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
300 VILLAGE SQUARE XING SUITE 102			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication		
(Street) <u>PALM BEACH GARDENS FL 33410</u>			<input type="checkbox"/> 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.					
(City)	(State)	(Zip)						

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	01/01/2024		A ⁽¹⁾		25,210	A	\$0	437,620	D	
Common Stock								153,168	I	By spouse ⁽²⁾
Common Stock								790	I	By spouse ⁽³⁾
Common Stock								6,142	I	By spouse ⁽⁴⁾
Common Stock								8,556	I	By spouse ⁽⁵⁾

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					
Common Stock Warrants (right to buy)	(6)							(6)	(6)	Common Stock	283,285	283,285	I	By spouse ⁽⁶⁾
Prefunded Common Stock Warrants (right to buy)	(7)							(7)	(7)	Common Stock	113,314	113,314	I	By spouse ⁽⁷⁾

Explanation of Responses:

- Represents a grant of Deferred Stock Units which vest (i) in 12 equal monthly installments commencing on the three-month anniversary of the grant date and (ii) in full on the date immediately prior to a change of control, in each case provided that the Reporting Person remains in continuous service with the Issuer or an affiliate through the applicable vesting date.
- These shares are held by Happy Holstein, LLLP, a Florida limited liability partnership, of which Happy Holstein Management, LLC is the general partner, of which Kathryn Theofilos, the reporting person's spouse, is the manager. The filing of this Form 3 shall not be deemed an admission that the reporting person is the beneficial owner of these shares of common stock.
- These shares are held by MCKT, LLC, a Florida limited liability company of which Kathryn Theofilos, the reporting person's spouse, is the manager. The filing of this Form 3 shall not be deemed an admission that the reporting person is the beneficial owner of these shares of common stock.
- These shares are held by the reporting person's adult children, over which Kathryn Theofilos, the reporting person's spouse, shares voting and dispositive power. The filing of this Form 3 shall not be deemed an admission that the reporting person is the beneficial owner of these shares of common stock.
- The filing of this Form 3 shall not be deemed an admission that the reporting person is the beneficial owner of these shares of common stock.
- The holder of the common stock warrants is Happy Holstein Management, LLC, of which Kathryn Theofilos, the reporting person's spouse, is the manager. These warrants will become exercisable on February 2, 2024 and will expire on February 2, 2029, subject to the Beneficial Ownership Limitation (as defined below). Pursuant to the terms of the warrants, the warrants may not be exercised if the holder, together with its affiliates and any persons who are members of a Section 13(d) group with the holder, would beneficially own more than 9.99% of the number of shares of common stock outstanding immediately after giving effect to such exercise (the "Beneficial Ownership Limitation"). The filing of this Form 3 shall not be deemed an admission that the reporting person is the beneficial owner of these common stock warrants.
- The holder of the prefunded common stock warrants is Happy Holstein Management, LLC, of which Kathryn Theofilos, the reporting person's spouse, is the manager. The prefunded common stock warrants are immediately exercisable and will expire on the date they are exercised in full, subject to the Beneficial Ownership Limitation. The filing of this Form 3 shall not be deemed an admission that the reporting person is the beneficial owner of these prefunded common stock warrants.

/s/ Charles Steve Theofilos

01/03/2024

** 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.