

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Theofilos Charles Steve</u> <hr/> (Last) (First) (Middle) 300 VILLAGE SQUARE XING SUITE 102 <hr/> (Street) PALM BEACH FL 33410 GARDENS <hr/> (City) (State) (Zip)	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)
	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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								437,620 ⁽¹⁾	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						Title
Common Stock Warrants (right to buy)	\$6.43	06/05/2024		P		385,059		(7)	(7)	Common Stock	385,059	(6)	385,059	I	By spouse ⁽⁷⁾
Prefunded Common Stock Warrants (right to buy)	\$0.001	06/05/2024		P		770,119		(8)	(8)	Common Stock	770,119	(6)	770,119	I	By spouse ⁽⁸⁾
Common Stock Warrants (right to buy)	(9)							(9)	(9)	Common Stock	283,285		283,285	I	By spouse ⁽⁹⁾
Prefunded Common Stock Warrants (right to buy)	(10)							(10)	(10)	Common Stock	113,314		113,314	I	By spouse ⁽¹⁰⁾

Explanation of Responses:

- Includes 25,210 shares of common stock underlying Deferred Stock Units ("DSUs") which were granted by the Issuer to the reporting person on January 1, 2024. As previously reported in the Form 4 filed by the reporting person on January 3, 2024, such DSUs 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 of common stock are held by Happy Holstein, LLLP, a Florida limited liability partnership, of which Happy Holstein Management, LLC ("HH Management") is the general partner, of which Kathryn Theofilos, the reporting person's spouse, is the manager. The filing of this Form 4 shall not be deemed an admission that the reporting person is the beneficial owner of these shares of common stock.
- These shares of common stock 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 4 shall not be deemed an admission that the reporting person is the beneficial owner of these shares of common stock.
- These shares of common stock are held by the reporting person's adult children. Kathryn Theofilos, the reporting person's spouse, shares voting and dispositive power over such shares. The filing of this Form 4 shall not be deemed an admission that the reporting person is the beneficial owner of these shares of common stock.
- These shares of common stock are held by Kathryn Theofilos, the reporting person's spouse. The filing of this Form 4 shall not be deemed an admission that the reporting person is the beneficial owner of these shares of common stock.
- On June 5, 2024, in a private placement effected pursuant to a securities purchase agreement between the Issuer and certain investors, the Issuer issued to HH Management (i) common stock warrants (the "June

2024 Warrants") to purchase 385,059 shares of common stock at an exercise price of \$6.43 per share (subject to adjustment) and (ii) prefunded common stock warrants (the "June 2024 Prefunded Warrants") to purchase 770,119 shares of common stock at an exercise price of \$0.001 per share (subject to adjustment). Each June 2024 Prefunded Warrant and 1/2 June 2024 Warrant was purchased for a combined effective purchase price of \$6.4924.

7. The holder of these June 2024 Warrants is HH Management, of which Kathryn Theofilos, the reporting person's spouse, is the manager. The June 2024 Warrants are exercisable as of their issuance, subject to the Beneficial Ownership Limitation (as defined below), and will expire on June 5, 2029. The June 2024 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 4 shall not be deemed an admission that the reporting person is the beneficial owner of any June 2024 Warrants or any shares of common stock issuable upon their exercise.

8. The holder of these June 2024 Prefunded Warrants is HH Management, of which Kathryn Theofilos, the reporting person's spouse, is the manager. The June 2024 Prefunded Warrants are exercisable as of their issuance, subject to the Beneficial Ownership Limitation, and will expire on the date they are exercised in full. The filing of this Form 4 shall not be deemed an admission that the reporting person is the beneficial owner of any June 2024 Prefunded Warrants or any shares of common stock issuable upon their exercise.

9. The holder of these common stock warrants (the "2023 Warrants") is HH Management, of which Kathryn Theofilos, the reporting person's spouse, is the manager. The 2023 Warrants are currently exercisable, subject to the Beneficial Ownership Limitation, at an exercise price of \$4.35 (subject to adjustment) and will expire on February 2, 2029. The filing of this Form 4 shall not be deemed an admission that the reporting person is the beneficial owner of any 2023 Warrants or any shares of common stock issuable upon their exercise.

10. The holder of these prefunded common stock warrants (the "2023 Prefunded Warrants") is HH Management, of which Kathryn Theofilos, the reporting person's spouse, is the manager. The 2023 Prefunded Warrants are currently exercisable, subject to the Beneficial Ownership Limitation, at an exercise price of \$0.001 (subject to adjustment) and will expire on the date they are exercised in full. The filing of this Form 4 shall not be deemed an admission that the reporting person is the beneficial owner of any 2023 Prefunded Warrants or any shares of common stock issuable upon their exercise.

/s/ Charles Steve Theofilos

06/07/2024

** 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.