

Vystar Corp
Form 4
October 20, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Doyle William R.

(Last) (First) (Middle)
2484 BRIARCLIFF RD NE,
#22,, SUITE 159
(Street)

ATLANTA, GA 30329

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Vystar Corp [VYST]

3. Date of Earliest Transaction
(Month/Day/Year)
10/06/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price \$
Common Stock	10/17/2014		P		500,000	A	0.05 <u>(1)</u>
Common Stock					64,000		<u>(2)</u>

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

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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Common Stock Warrant (Right to Buy)	\$ 0.09	10/16/2014		<u>J</u> ⁽³⁾		81,380		10/16/2014	10/16/2024	Common Stock
Common Stock Warrant (Right to Buy)	\$ 0.1	10/16/2014		<u>J</u> ⁽⁴⁾		73,144		10/16/2014	10/16/2024	Common Stock
Director Stock Option (Right to Buy)	\$ 0.11	10/17/2014		<u>D</u> ⁽⁵⁾		500,000		<u>(6)</u>	07/09/2024	Common Stock
Director Stock Option (Right to Buy)	\$ 0.05	10/17/2014		<u>A</u> ⁽⁵⁾		500,000		<u>(6)</u>	07/09/2024	Common Stock
Common Stock Warrant (Right to Buy)	\$ 0.06	10/17/2014		<u>D</u> ⁽⁷⁾		182,197		01/31/2014	01/31/2024	Common Stock
Common Stock Warrant (Right to Buy)	\$ 0.05	10/17/2014		<u>A</u> ⁽⁷⁾		182,197		01/31/2014	01/31/2024	Common Stock
Common Stock Warrant (Right to Buy)	\$ 0.12	10/17/2014		<u>D</u> ⁽⁷⁾		81,398		03/28/2014	03/28/2024	Common Stock
Common Stock	\$ 0.05	10/17/2014		<u>A</u> ⁽⁷⁾		81,398		03/28/2014	03/28/2024	Common Stock

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Warrant (Right to Buy)								
Common Stock								
Warrant (Right to Buy)	\$ 0.15	10/17/2014	<u>D⁽⁷⁾</u>	66,442	04/25/2014	04/25/2024	Common Stock	
Common Stock								
Warrant (Right to Buy)	\$ 0.05	10/17/2014	<u>A⁽⁷⁾</u>	66,442	04/25/2014	04/25/2024	Common Stock	
Common Stock								
Warrant (Right to Buy)	\$ 0.12	10/17/2014	<u>D⁽⁷⁾</u>	60,713	05/23/2014	05/23/2024	Common Stock	
Common Stock								
Warrant (Right to Buy)	\$ 0.05	10/17/2014	<u>A⁽⁷⁾</u>	60,713	05/23/2014	05/23/2024	Common Stock	
Common Stock								
Warrant (Right to Buy)	\$ 0.15	10/17/2014	<u>D⁽⁷⁾</u>	52,011	06/30/2014	06/30/2024	Common Stock	
Common Stock								
Warrant (Right to Buy)	\$ 0.05	10/17/2014	<u>A⁽⁷⁾</u>	52,011	06/30/2014	06/30/2024	Common Stock	
Common Stock								
Warrant (Right to Buy)	\$ 0.09	10/17/2014	<u>D⁽⁷⁾</u>	28,540	<u>(8)</u>	09/13/2023	Common Stock	
Common Stock								
Warrant (Right to Buy)	\$ 0.05	10/17/2014	<u>D⁽⁷⁾</u>	28,540	<u>(8)</u>	09/13/2023	Common Stock	
Common Stock								
Warrant	\$ 0.08	10/17/2014	<u>D⁽⁷⁾</u>	33,363	<u>(8)</u>	09/27/2023	Common Stock	

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(Right to Buy)								
Common Stock Warrant (Right to Buy)	\$ 0.05	10/17/2014	A ⁽⁷⁾	33,363		(8)	09/27/2023	Common Stock
Common Stock Warrant (Right to Buy)	\$ 0.07	10/17/2014	D ⁽⁷⁾		39,562	(8)	10/11/2023	Common Stock
Common Stock Warrant (Right to Buy)	\$ 0.05	10/17/2014	A ⁽⁷⁾	39,562		(8)	10/11/2023	Common Stock
Common Stock Warrant (Right to Buy)	\$ 0.06	10/17/2014	D ⁽⁷⁾		32,835	(8)	10/25/2023	Common Stock
Common Stock Warrant (Right to Buy)	\$ 0.05	10/17/2014	A ⁽⁷⁾	32,835		(8)	10/25/2023	Common Stock
Common Stock Warrant (Right to Buy)	\$ 0.1	10/17/2014	D ⁽⁷⁾		44,859	(8)	12/02/2021	Common Stock
Common Stock Warrant (Right to Buy)	\$ 0.05	10/17/2014	A ⁽⁷⁾	44,859		(8)	12/02/2021	Common Stock
Common Stock Warrant (Right to Buy)	\$ 0.1	10/17/2014	D ⁽⁷⁾		67,576	(8)	12/30/2021	Common Stock
Common Stock Warrant (Right to Buy)	\$ 0.05	10/17/2014	A ⁽⁷⁾	67,576		(8)	12/30/2021	Common Stock

Buy)								
Common Stock Warrant (Right to Buy)	\$ 0.1	10/17/2014	D ⁽⁷⁾	68,768	(8)	01/26/2022	Common Stock	
Common Stock Warrant (Right to Buy)	\$ 0.05	10/17/2014	A ⁽⁷⁾	68,768	(8)	01/26/2022	Common Stock	
Common Stock Warrant (Right to Buy)	\$ 0.1	10/17/2014	D ⁽⁷⁾	69,770	(8)	02/23/2022	Common Stock	
Common Stock Warrant (Right to Buy)	\$ 0.05	10/17/2014	A ⁽⁷⁾	69,770	(8)	02/23/2022	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Doyle William R. 2484 BRIARCLIFF RD NE, #22, SUITE 159 ATLANTA, GA 30329	X		Chairman, President & CEO	

Signatures

Gerald L. Baxter,
Attorney-in-Fact

10/20/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The shares were purchased by Mr. Doyle in exchange for his foregoing reimbursement of deferred compensation in the amount of \$25,000.
- (2) Held by Royal Bank of Canada Custodian FBO William R. Doyle RLVR IRA.
- (3) The securities were issued to Mr. Doyle in exchange for his foregoing reimbursement of deferred compensation in the amount of \$7,115.38.
- (4) The securities were issued to Mr. Doyle in exchange for his foregoing reimbursement of deferred compensation in the amount of \$7,115.38.

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- (5) The reported transaction involved an amendment of the exercise price of an outstanding stock option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option.
- The option is exercisable in equal installments of 25,000 shares at the end of each financial quarter (the "Vesting Date"), beginning on
- (6) September 30, 2014 for a period of five (5) years, ending on June 30, 2019, provided that the continuous service of the Optionee as a member of the Company's Board of Directors continues through and on the applicable Vesting Date.
- (7) The reported transaction involved an amendment of the exercise price of an outstanding warrant, resulting in the deemed cancellation of the "old" warrant and the grant of a replacement warrant.
- (8) The warrant is exercisable immediately.

Remarks:

Form 1 of 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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