

Vystar Corp  
 Form 4/A  
 October 22, 2014

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
 Craft J. Douglas

(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)  
 04/29/2013

4. If Amendment, Date Original Filed(Month/Day/Year)  
 01/08/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D)		Date Exercisable	Expiration Date	Title	An Nu Sh
				(A)	(D)				
Common Stock Warrants (Right to Buy)	\$ 0.27	04/29/2013	D <sup>(1)</sup>		800,000	<sup>(2)</sup>	04/29/2021	Common Stock, par value \$0.0001	80
Common Stock Warrants (Right to Buy)	\$ 0.1	04/29/2013	A <sup>(1)</sup>	800,000		<sup>(2)</sup>	04/29/2021	Common Stock, par value \$0.0001	80
Common Stock Warrants (Right to Buy)	\$ 0.1	04/29/2013	D <sup>(3)</sup>		80,000	<sup>(2)</sup>	04/29/2021	Common Stock, par value \$0.0001	8
Common Stock Warrants (Right to Buy)	\$ 0.27	04/29/2013	D <sup>(1)</sup>		200,000	<sup>(4)</sup>	09/14/2021	Common Stock, par value \$0.0001	20
Common Stock Warrants (Right to Buy)	\$ 0.1	04/29/2013	A <sup>(1)</sup>	200,000		<sup>(4)</sup>	09/14/2021	Common Stock, par value \$0.0001	20
Common Stock Warrants (Right to Buy)	\$ 0.1	04/29/2013	D <sup>(3)</sup>		20,000	<sup>(4)</sup>	09/14/2021	Common Stock, par value \$0.0001	2
Common Stock Warrants (Right to Buy)	\$ 0.35	04/29/2013	D <sup>(1)</sup>		500,000	<sup>(5)</sup>	01/10/2023	Common Stock, par value \$0.0001	50
Common Stock Warrants (Right to Buy)	\$ 0.1	04/29/2013	A <sup>(1)</sup>	500,000		<sup>(5)</sup>	01/10/2023	Common Stock, par value \$0.0001	50
	\$ 0.1	04/29/2013	D <sup>(3)</sup>		50,000	<sup>(5)</sup>	01/10/2023		5

Common Stock Warrants (Right to Buy)								Common Stock, par value \$0.0001
Director Stock Option (Right to Buy)	\$ 0.68	04/29/2013	D <sup>(6)</sup>	400,000	<u>(7)</u>	09/29/2019		Common Stock, par value \$0.0001
Director Stock Option (Right to Buy)	\$ 0.1	04/29/2013	A <sup>(6)</sup>	400,000	<u>(7)</u>	09/29/2019		Common Stock, par value \$0.0001

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Craft J. Douglas 2484 BRIARCLIFF RD NE, #22, SUITE 159 ATLANTA, GA 30329	X			

## Signatures

Gerald L. Baxter,  
Attorney-in-Fact

10/21/2014

          \*\*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 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.  
160,000 of the shares issuable upon exercise of the warrant vested and became exercisable on the date of grant. The remaining shares issuable upon exercise of the warrant shall vest and become exercisable in increments of 80,000 shares for each loan advance made by an affiliate of the Reporting Person to the Issuer in the principal amount of \$100,000, pursuant to a Promissory Grid Note issued by the Issuer.
  - (2) The reported transaction involved a forfeiture of shares to be acquired upon exercise of a replacement warrant.  
40,000 of the shares issuable upon exercise of the warrant vested and became exercisable on the date of grant. The remaining shares issuable upon exercise of the warrant shall vest and become exercisable in increments of 20,000 shares for each loan advance made by an affiliate of the Reporting Person to the Issuer in the principal amount of \$100,000, pursuant to a Promissory Grid Note issued by the Issuer.
  - (3) 100,000 of the shares issuable upon exercise of the warrant vested and became exercisable on the date of grant. The remaining shares issuable upon exercise of the warrant shall vest and become exercisable in increments of 80,000 shares for each loan advance made to the Issuer in the principal amount of \$100,000, pursuant to a Promissory Grid Note issued by the Issuer.

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- (6) 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 20,000 shares at the end of each financial quarter (the "Vesting Date"), beginning on

- (7) September 30, 2009 for a period of five (5) years, ending on June 30, 2014, 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.

### **Remarks:**

This amended Form 4 is being filed solely to report the repricing of a director stock option that was erroneously omitted from

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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