

POSITRON CORP  
Form 5  
July 27, 2015

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2015  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
O BRATE CECIL

(Last) (First) (Middle)

3118 N. CUMMINGS ROAD, P.O. BOX 399

(Street)

GARDEN CITY, KS 67846

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
POSITRON CORP [POSC.OB]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2014

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D) Price  |  |  |   |
| Common Stock                    | 04/01/2014                           | ^  | P4                             | 950 <sup>(1)</sup> A \$ 2.8 <sub>(1)</sub>                        | 1,023,879 <sub>(1)</sub>   | D  | ^   |
| Common Stock                    | 04/01/2014                           | ^  | P4                             | 3,275 <sup>(1)</sup> A \$ 2.6 <sub>(1)</sub>                      | 1,027,154 <sub>(1)</sub>   | D  | ^   |
| Common Stock                    | 04/04/2014                           | ^  | P4                             | 203 <sup>(1)</sup> A \$ 2.6 <sub>(1)</sub>                        | 1,027,357 <sub>(1)</sub>   | D  | ^   |
| Common Stock                    | 04/11/2014                           | ^  | P4                             | 484 <sup>(1)</sup> A \$ 2.6 <sub>(1)</sub>                        | 1,027,841 <sub>(1)</sub>   | D  | ^   |

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|              |            |   |    |                                    |   |                              |                         |   |   |
|--------------|------------|---|----|------------------------------------|---|------------------------------|-------------------------|---|---|
| Common Stock | 04/14/2014 | Â | P4 | 25 <u>(1)</u>                      | A | \$ <u>2.6</u><br><u>(1)</u>  | 1,027,866<br><u>(1)</u> | D | Â |
| Common Stock | 04/17/2014 | Â | P4 | 530 <u>(1)</u>                     | A | \$ <u>2.6</u><br><u>(1)</u>  | 1,028,396<br><u>(1)</u> | D | Â |
| Common Stock | 04/17/2014 | Â | P4 | 1,250 <u>(1)</u>                   | A | \$ <u>2.8</u><br><u>(1)</u>  | 1,029,646<br><u>(1)</u> | D | Â |
| Common Stock | 04/17/2014 | Â | P4 | 35 <u>(1)</u>                      | A | \$ <u>2.6</u><br><u>(1)</u>  | 1,029,681<br><u>(1)</u> | D | Â |
| Common Stock | 05/12/2014 | Â | P4 | 2,500 <u>(1)</u>                   | A | \$ <u>2.4</u><br><u>(1)</u>  | 1,032,181<br><u>(1)</u> | D | Â |
| Common Stock | 05/15/2014 | Â | P4 | 63 <u>(1)</u>                      | A | \$ <u>2.6</u><br><u>(1)</u>  | 1,032,244<br><u>(1)</u> | D | Â |
| Common Stock | 05/15/2014 | Â | P4 | 650 <u>(1)</u>                     | A | \$ <u>2.76</u><br><u>(1)</u> | 1,032,894<br><u>(1)</u> | D | Â |
| Common Stock | 05/15/2014 | Â | P4 | 538 <u>(1)</u>                     | A | \$ <u>2.8</u><br><u>(1)</u>  | 1,033,431<br><u>(1)</u> | D | Â |
| Common Stock | 05/16/2014 | Â | C  | 1,041,667<br><u>(1)</u> <u>(2)</u> | A | \$ <u>1.44</u><br><u>(1)</u> | 2,075,098<br><u>(1)</u> | D | Â |
| Common Stock | 05/19/2014 | Â | P4 | 25 <u>(1)</u>                      | A | \$ <u>2.72</u><br><u>(1)</u> | 2,075,123<br><u>(1)</u> | D | Â |
| Common Stock | 05/19/2014 | Â | P4 | 225 <u>(1)</u>                     | A | \$ <u>2.76</u><br><u>(1)</u> | 2,075,348<br><u>(1)</u> | D | Â |
| Common Stock | 05/19/2014 | Â | P4 | 1,250 <u>(1)</u>                   | A | \$ <u>2.6</u><br><u>(1)</u>  | 2,076,598<br><u>(1)</u> | D | Â |
| Common Stock | 05/22/2014 | Â | P4 | 1,000 <u>(1)</u>                   | A | \$ <u>2.4</u><br><u>(1)</u>  | 2,077,598<br><u>(1)</u> | D | Â |
| Common Stock | 05/29/2014 | Â | P4 | 1,500 <u>(1)</u>                   | A | \$ <u>2.4</u><br><u>(1)</u>  | 2,079,098<br><u>(1)</u> | D | Â |
| Common Stock | 05/30/2014 | Â | P4 | 1,154 <u>(1)</u>                   | A | \$ <u>2.72</u><br><u>(1)</u> | 2,080,252<br><u>(1)</u> | D | Â |
| Common Stock | 05/30/2014 | Â | P4 | 375 <u>(1)</u>                     | A | \$ <u>2.36</u><br><u>(1)</u> | 2,080,627<br><u>(1)</u> | D | Â |
| Common Stock | 05/30/2014 | Â | P4 | 231 <u>(1)</u>                     | A | \$ <u>2.4</u><br><u>(1)</u>  | 2,080,858<br><u>(1)</u> | D | Â |
| Common Stock | 05/30/2014 | Â | P4 | 159 <u>(1)</u>                     | A | \$ <u>2.56</u><br><u>(1)</u> | 2,081,017<br><u>(1)</u> | D | Â |

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|              |            |   |    |           |   | (1)         |               |   |   |
|--------------|------------|---|----|-----------|---|-------------|---------------|---|---|
| Common Stock | 05/30/2014 | Â | P4 | 456 (1)   | A | \$ 2.6 (1)  | 2,081,473 (1) | D | Â |
| Common Stock | 05/30/2014 | Â | P4 | 2,971 (1) | A | \$ 2 (1)    | 2,084,444 (1) | D | Â |
| Common Stock | 06/13/2014 | Â | P4 | 300 (1)   | A | \$ 2 (1)    | 2,084,744 (1) | D | Â |
| Common Stock | 06/17/2014 | Â | P4 | 250 (1)   | A | \$ 2 (1)    | 2,084,994 (1) | D | Â |
| Common Stock | 06/23/2014 | Â | P4 | 1,000 (1) | A | \$ 2 (1)    | 2,085,994 (1) | D | Â |
| Common Stock | 06/24/2014 | Â | P4 | 135 (1)   | A | \$ 2 (1)    | 2,086,129 (1) | D | Â |
| Common Stock | 06/25/2014 | Â | P4 | 208 (1)   | A | \$ 1.96 (1) | 2,086,337 (1) | D | Â |
| Common Stock | 06/25/2014 | Â | P4 | 261 (1)   | A | \$ 2 (1)    | 2,086,598 (1) | D | Â |

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

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SEC 2270  
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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Date                                    | Title   | Amount or Number of Shares                 |       |

## Reporting Owners

Reporting Owner Name / Address

**Relationships**

Director 10% Owner Officer Other  
 Â Â X Â Â

O BRATE CECIL  
3118 N. CUMMINGS ROAD, P.O. BOX 399  
GARDEN CITY, KS 67846

## Signatures

/s/ Cecil O'Brate

07/27/2015

\*\*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 number of shares and prices listed in Items 4 and 5 refer to the current number of shares and prices after a reverse split of the issuer's common stock, par value \$0.0001 per share, on a 1 for 400 basis, which was made effective on April 8, 2015 (the "Reverse Stock Split"). This Form 5 is intended to correct errors to previously filed reports and to disclose all omitted open market transactions.

(2) These shares were originally reported on a Form 3 filed March 31, 2015. The reporting person acquired the shares through the conversion of a loan to shares on May 16, 2014. This transaction was previously reported as covering 416,666,667 shares but has been adjusted to reflect the Reverse Stock Split.

^

### Remarks:

Form 2 of 3

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