

IMMUNOCELLULAR THERAPEUTICS, LTD.

Filed by
INTRACOASTAL CAPITAL, LLC

FORM SC 13G (Statement of Ownership)

Filed 07/31/17

Address	23622 CALABASAS ROAD SUITE 300 CALABASAS, CA 91302
Telephone	818-264-2300
CIK	0000822411
Symbol	IMUC
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

ImmunoCellular Therapeutics Ltd.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

45236204

(CUSIP Number)

July 21, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- a. Rule 13d-1(b)
- b. Rule 13d-1(c)
- c. Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons.

Mitchell P. Kopin

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
 - (b)
-

3. SEC Use Only

4. Citizenship or Place of Organization United States of America

Number of
Shares Beneficially
Owned by Each
Reporting
Person With:

5. Sole Voting Power 0

6. Shared Voting Power 1,161,765

7. Sole Dispositive Power 0

8. Shared Dispositive Power 960,911

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,161,765 (see Item 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 9.99% (see Item 4)

12. Type of Reporting Person (See Instructions)

IN; HC

1. Names of Reporting Persons.

Daniel B. Asher

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
 - (b)
-

3. SEC Use Only

4. Citizenship or Place of Organization United States of America

Number of
Shares Beneficially
Owned by Each
Reporting
Person With:

5. Sole Voting Power 0

6. Shared Voting Power 1,161,765

7. Sole Dispositive Power 0

8. Shared Dispositive Power 960,911

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11. Percent of Class Represented by Amount in Row (9) 9.99% (see Item 4)

12. Type of Reporting Person (See Instructions)

IN; HC

1. Names of Reporting Persons.

Intracoastal Capital LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization United States of America

Number of
Shares Beneficially
Owned by Each
Reporting
Person With:

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11. Percent of Class Represented by Amount in Row (9) 9.99% (see Item 4)

12. Type of Reporting Person (See Instructions)

OO

Item 1.

(a) Name of Issuer

ImmunoCellular Therapeutics Ltd. (the “ **Issuer** ”)

(b) Address of Issuer’s Principal Executive Offices

23622 Calabasas Road, Suite 300
Calabasas, California 91302

Item 2.

(a) Name of Person Filing

(b) Address of Principal Business Office or, if none, Residence

(c) Citizenship

This Schedule 13G is being filed on behalf of (i) Mitchell P. Kopin, an individual who is a citizen of the United States of America (“ **Mr. Kopin** ”), (ii) Daniel B. Asher, an individual who is a citizen of the United States of America (“ **Mr. Asher** ”) and (iii) Intracoastal Capital LLC, a Delaware limited liability company (“ **Intracoastal** ” and together with Mr. Kopin and Mr. Asher, collectively the “ **Reporting Persons** ”).

The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as **Exhibit 1**, pursuant to which the Reporting Persons have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended.

The principal business office of Mr. Kopin and Intracoastal is 245 Palm Trail, Delray Beach, Florida 33483.

The principal business office of Mr. Asher is 111 W. Jackson Boulevard, Suite 2000, Chicago, Illinois 60604.

(d) Title of Class of Securities

Common stock, \$0.0001 par value per share, of the Issuer (the “ **Common Stock** ”).

(e) CUSIP Number

45236204

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) and (b):

(i) Immediately following the consummation of the underwritten public offering by the Issuer on July 21, 2017 (the “ **Offering** ”) (as disclosed in the Form 8-K filed by the Issuer with the Securities and Exchange Commission on July 21, 2017), each of the Reporting Persons may be deemed to have beneficial ownership of 382,804 shares of Common Stock issuable upon conversion of 400 shares of Series B 8.0% Mandatorily Convertible Preferred, par value \$0.0001 per share, of the Issuer (the “ **Preferred Stock** ”) issued to Intracoastal at the closing of the Offering, and all such shares of Common Stock in the aggregate represent beneficial ownership of approximately 9.99% of the Common Stock, based on (1) 3,449,075 shares of Common Stock outstanding as of March 31, 2017 as reported by the Issuer, plus (2) 382,804 shares of Common Stock issuable upon conversion of the 400 shares of Preferred Stock issued to Intracoastal. The foregoing excludes (I) 851,481 shares of Common Stock issuable upon conversion of the 400 shares of Preferred Stock issued to Intracoastal because the Certificate of Designation of Preferences, Rights and Limitations of the Preferred Stock (the “ **Certificate** ”) contains a blocker provision under which the holder of the Preferred Stock does not have the right to convert the Preferred Stock to the extent that such conversion would result in beneficial ownership by such holder, together with the holder’s affiliates, and any other persons acting as a group together with the holder or any of the holder’s affiliates, of more than 9.99% of the Common Stock and (II) 2,221,714 shares of Common Stock in the aggregate issuable upon conversion of 720 shares of Preferred Stock in the aggregate issuable upon exercise of three warrants issued to Intracoastal at the closing of the Offering (collectively, the “ **Warrants** ”) because the Certificate contains a blocker provision under which the holder of the Preferred Stock does not have the right to convert the Preferred Stock to the extent that such conversion would result in beneficial ownership by such holder, together with the holder’s affiliates, and any other persons acting as a group together with the holder or any of the holder’s affiliates, of more than 9.99% of the Common Stock. Without such blocker provision, each of the Reporting Persons may have been deemed to have beneficial ownership of 3,455,999 shares of Common Stock.

(ii) As of close of business on July 28, 2017, each of the Reporting Persons may have been deemed to have beneficial ownership of 1,161,765 shares of Common Stock, which includes (i) 425,828 shares of Common Stock issuable upon conversion of 138 shares of Preferred Stock held by Intracoastal and (ii) 519,938 shares of Common Stock in the aggregate issuable upon conversion of 720 shares of Preferred Stock in the aggregate issuable upon exercise of the Warrants, and all such shares of Common Stock in the aggregate represent beneficial ownership of approximately 9.99% of the Common Stock, based on (1) 10,344,090 shares of Common Stock outstanding as of July 21, 2017 as reported by the Issuer, plus (2) 339,427 shares of Common Stock issued upon conversion of 90 shares of Preferred Stock issued to Intracoastal subsequent to July 21, 2017, (3) 425,828 shares of Common Stock issuable upon conversion of 158 shares of Preferred Stock held by Intracoastal and (4) 519,938 shares of Common Stock in the aggregate issuable upon conversion of 720 shares of Preferred Stock in the aggregate issuable upon exercise of the Warrants. The foregoing excludes 1,701,776 shares of Common Stock in the aggregate issuable upon conversion of 720 shares of Preferred Stock in the aggregate issuable upon exercise of the Warrants because the Certificate contains a blocker provision under which the holder of the Preferred Stock does not have the right to convert the Preferred Stock to the extent that such conversion would result in beneficial ownership by such holder, together with the holder's affiliates, and any other persons acting as a group together with the holder or any of the holder's affiliates, of more than 9.99% of the Common Stock. Without such blocker provision, each of the Reporting Persons may have been deemed to have beneficial ownership of 2,863,541 shares of Common Stock.

(c)

Number of shares as to which each Reporting Person has:

- (1) Sole power to vote or to direct the vote: 0.
- (2) Shared power to vote or to direct the vote: 1,161,765.
- (3) Sole power to dispose or to direct the disposition of 0.
- (4) Shared power to dispose or to direct the disposition of 960,911.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 28, 2017

/s/ Mitchell P. Kopin

Mitchell P. Kopin

/s/ Daniel B. Asher

Daniel B. Asher

Intracoastal Capital LLC

By: /s/ Mitchell P. Kopin

Mitchell P. Kopin, Manager

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Date: July 28, 2017

/s/ Mitchell P. Kopin
Mitchell P. Kopin

/s/ Daniel B. Asher
Daniel B. Asher

Intracoastal Capital LLC

By: /s/ Mitchell P. Kopin
Mitchell P. Kopin, Manager