

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Palmieri Vincent <small>(Last) (First) (Middle)</small> C/O ICAGEN, INC. 4222 EMPEROR BLVD., SUITE 350, RESEARCH TRIANGLE PARK <small>(Street)</small> DURHAM, NC 27703 <small>(City) (State) (Zip)</small>		2. Issuer Name and Ticker or Trading Symbol Icagen, Inc. [NONE]		3. Date of Earliest Transaction (Month/Day/Year) 04/13/2017		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrant	\$ 3.5	04/13/2017		A		6,000	(1) (2)	04/13/2017	04/12/2022	Common Stock	6,000	(1) (2)	6,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Palmieri Vincent C/O ICAGEN, INC. 4222 EMPEROR BLVD, SUITE 350, RESEARCH TRIANGLE PARK DURHAM, NC 27703	X			

## Signatures

/s/ Vincent Palmieri 04/14/2017  
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).

Icagen, Inc. (the "Company") issued units (the "Units" and each a "Unit") in a private placement offering (the "Offering") with each Unit consisting of (i) a note in the principal amount of \$10,000, and (ii) a five-year warrant to acquire 1,500 shares of Common Stock, at an exercise price of \$3.50 per share. The Company retained Taglich Brothers, Inc. as the exclusive placement agent (the "Placement Agent") for the Offering.

As compensation for the Placement Agent's services in the Offering, the Company (i) paid the Placement Agent a cash commission on the gross proceeds raised in the Offering (excluding amounts invested by the Company's Chairman of the Board), and (ii) issued the Placement Agent the same warrant that the investors received in the Offering exercisable for an aggregate amount of 25,000 shares of the Company's common stock, par value, \$0.001 per share ("Common Stock") at an exercise price of \$3.50 per share (2,500 shares of Common Stock for each \$100,000 in principal amount of notes sold, excluding notes sold to the Chairman of the Board). The reporting person received these warrants as the designee of the Placement Agent. The reporting person has the right to exchange these warrants, which were assigned to him by the Placement Agent, for a like number of warrants to be issued to the lender in the Company's next debt financing.

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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