

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 * KABATZNIK CLIVE			2. Issuer Name and Ticker or Trading Symbol Icagen, Inc. [NONE]			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)		
(Last) (First) (Middle) C/O ICAGEN, INC. 4222 EMPEROR BLVD., SUITE 350, RESEARCH TRIANGLE PARK			3. Date of Earliest Transaction (Month/Day/Year) 05/30/2018					
(Street) DURHAM, NC 27703			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		
(City) (State) (Zip)			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)			

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
Series C Convertible Preferred Stock	\$ 3.5 (1)	05/30/2018		A		28,571		05/30/2018	(1)(2)	Common Stock	28,571	(1) (2)	28,571	D	
Warrant	\$ 3.5 (1) (3)	05/30/2018		A		28,571		05/30/2018	05/29/2025	Common Stock	28,571	(1) (3)	28,571	D	

Reporting Owners

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

Signatures

/s/ Clive Kabatznik 06/01/2018
**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).

On May 30, 2018, Mr. Kabatznik entered into a Securities Purchase Agreement with Icagen, Inc. (the "Company") pursuant to which the Company issued to Mr. Kabatznik one preferred stock unit (the "Unit") in a private placement for total offering proceeds of \$100,000. Each Unit consists of an aggregate of: (i) 28,571 shares of Series C Convertible Preferred Stock (1) initially convertible into 28,571 shares of the Company's common stock (the "Common Stock"); and (ii) a warrant to purchase 28,571 shares of Common Stock at an initial exercise price of \$3.50 per share (subject to adjustment).

The Series C Convertible Preferred Stock is convertible at the option of the holder at any time into such number of shares of common stock as shall be equal to the \$3.50 plus any accrued and unpaid dividends on such share of Series C Convertible Preferred Stock (the "Accreted Value") divided by the conversion price, which initially shall be \$3.50 per share, subject to certain customary anti-dilution adjustments. In addition, the Series C Convertible Preferred Stock automatically converts into shares of Common Stock upon the occurrence of (2)

certain events described in the Series C Convertible Preferred Stock's Certificate of Designation.

The warrant expires seven years after the issuance date. Subject to limited exceptions, a holder of the warrant will not have the right to exercise any portion of the warrant if such holder, together with his affiliates, would beneficially own in excess of 9.99% of the number of shares of the Common Stock outstanding immediately after giving effect to its exercise. This (3) ownership limitation may be adjusted by the holder of the warrant upon not less than 61 days' prior notice to the Company, provided that the limitation in no event shall exceed 9.99% of the number of shares of the Common Stock outstanding immediately after giving effect to its exercise. The warrant also contains certain anti-dilution provisions that apply in connection with any stock split, stock dividend, stock combination, recapitalization and issuances of securities at prices below the conversion price or similar transactions.

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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