

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Gainer John</u>  (Last) (First) (Middle) 2020 AVON COURT, SUITE 4  (Street) CHARLOTTESVILLE VA 22902  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RestorGenex Corp [ RESX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Scientific Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2016	
	4. If Amendment, Date of 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			
Common Stock	01/08/2016		A		3,725,711	A	(1)	3,725,711	I	By the John L. Gainer Declaration of Trust

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$0.22	01/08/2016 <sup>(2)</sup>		A		226,486		05/17/2012	05/17/2022	Common Stock	226,486	\$0 <sup>(2)</sup>	226,486	D	
Stock Option (Right to Buy)	\$0.22	01/08/2016 <sup>(3)</sup>		A		91,316		(4)	10/09/2022	Common Stock	91,316	\$0 <sup>(3)</sup>	91,316	D	
Stock Option (Right to Buy)	\$0.22	01/08/2016 <sup>(3)</sup>		A		182,632		(4)	10/09/2022	Common Stock	182,632	\$0 <sup>(3)</sup>	182,632	D	
Stock Option (Right to Buy)	\$0.62	01/08/2016 <sup>(5)</sup>		A		182,632		(4)	10/05/2023	Common Stock	182,632	\$0 <sup>(5)</sup>	182,632	D	
Stock Option (Right to Buy)	\$0.35	01/08/2016 <sup>(5)</sup>		A		91,316		(4)	10/05/2023	Common Stock	91,316	\$0 <sup>(5)</sup>	91,316	D	
Stock Option (Right to Buy)	\$0.42	01/08/2016 <sup>(6)</sup>		A		182,632		(4)	12/01/2024	Common Stock	182,632	\$0 <sup>(6)</sup>	182,632	D	
Stock Option (Right to Buy)	\$0.42	01/08/2016 <sup>(6)</sup>		A		109,579		(4)	12/01/2024	Common Stock	109,579	\$0 <sup>(6)</sup>	109,579	D	
Stock Option (Right to Buy)	\$0.55	01/08/2016 <sup>(7)</sup>		A		365,265		(4)	10/30/2025	Common Stock	365,265	\$0 <sup>(7)</sup>	365,265	D	
Stock Option (Right to Buy)	\$0.55	01/08/2016 <sup>(7)</sup>		A		219,159		(4)	10/30/2025	Common Stock	219,159	\$0 <sup>(7)</sup>	219,159	D	

Explanation of Responses:

- Received in exchange for 1,020,000 units of Diffusion Pharmaceuticals LLC ("Diffusion") in connection with the consummation of the merger (the "Merger") of Diffusion and a wholly-owned subsidiary of the Issuer ("Merger Sub") on January 8, 2016 based upon the exchange rate set forth in the Agreement and Plan of Merger, dated December 15, 2015, by and among the Issuer, Diffusion and Merger Sub.
- In connection with the consummation of the Merger, an option originally granted on May 17, 2012 to purchase membership units in Diffusion was converted into an option to purchase common stock of the

Issuer.

3. In connection with the consummation of the Merger, an option originally granted on October 9, 2012 to purchase membership units in Diffusion was converted into an option to purchase common stock of the Issuer.

4. The shares underlying the options vest in equal parts each month until fully vested on the third anniversary of the grant date.

5. In connection with the consummation of the Merger, an option originally granted on October 5, 2013 to purchase membership units in Diffusion was converted into an option to purchase common stock of the Issuer.

6. In connection with the consummation of the Merger, an option originally granted on December 1, 2014 to purchase membership units in Diffusion was converted into an option to purchase common stock of the Issuer.

7. In connection with the consummation of the Merger, an option originally granted on October 30, 2015 to purchase membership units in Diffusion was converted into an option to purchase common stock of the Issuer.

/s/ Ben Shealy, attorney-in-fact 01/12/2016  
for John L. Gainer

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**