

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>ANDREEFF DANE</u>  (Last) (First) (Middle) <u>642 NEWTOWN YARDLEY ROAD, SUITE 100</u>  (Street) <u>NEWTOWN PA 18940</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HELIUS MEDICAL TECHNOLOGIES, INC. [ HSDT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/22/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Class A Common Stock	12/22/2017		P		141,027	A	\$1.96 <sup>(1)</sup>	1,485,796	I	See footnote <sup>(2)</sup>
Class A Common Stock	12/22/2017		P		30,927	A	\$1.96 <sup>(1)</sup>	325,338	I	See footnote <sup>(3)</sup>
Class A Common Stock	12/22/2017		P		83,147	A	\$1.96 <sup>(1)</sup>	789,435	I	See footnote <sup>(4)</sup>

**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				
Warrant (Right to Buy)	\$2.45	12/22/2017		P		141,027		(5)	12/22/2020	Class A Common Stock	141,027	\$1.96 <sup>(1)</sup>	141,027	I	See footnote <sup>(2)</sup>
Warrant (Right to Buy)	\$2.45	12/22/2017		P		30,927		(5)	12/22/2020	Class A Common Stock	30,927	\$1.96 <sup>(1)</sup>	30,927	I	See footnote <sup>(3)</sup>
Warrant (Right to Buy)	\$2.45	12/22/2017		P		83,147		(5)	12/22/2020	Class A Common Stock	83,147	\$1.96 <sup>(1)</sup>	83,147	I	See footnote <sup>(4)</sup>

**Explanation of Responses:**

- The Class A Common Stock and the Warrant to Purchase Class A Common Stock was purchased by the Reporting Person in a private placement as a Unit. The purchase price of the Unit was \$1.96.
- The shares are held by Maple Leaf Partners, L.P. ("MLP"). The reporting person is the managing member of Maple Leaf Capital I, LLC ("Maple Leaf Capital"), the general partner of MLP, and as such may be deemed to beneficially own the securities owned by MLP. The reporting person disclaims beneficial ownership over such shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purposes.
- The shares are held by Maple Leaf Partners I, L.P. ("MLP I"). The reporting person is the managing member of Maple Leaf Capital, the general partner of MLP I, and as such may be deemed to beneficially own the securities held by MLP I. The reporting person disclaims beneficial ownership over such shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purposes.
- The shares are held by Maple Leaf Discovery I, L.P. ("MLD I"). The reporting person is the managing member of Maple Leaf Capital, the general partner of MLD I, and as such may be deemed to beneficially own the securities held by MLD I. The reporting person disclaims beneficial ownership over such shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purposes.
- Immediately exercisable.

**Remarks:**

/S/ Dane Andreeff 12/26/2017  
 \*\* 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.