SEC Form 4

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person [*] ROCKLAGE SCOTT M			2. Issuer Name and Ticker or Trading Symbol <u>Aprea Therapeutics, Inc.</u> [APRE]		ationship of Reporting Person(s) to Issuer < all applicable) Director 10% Owner					
(Last) 535 BOYLS	(First) TON ST	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/19/2020		Officer (give title below)	Other (specify below)				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) BOSTON	МА	02116		x	Form filed by One Re Form filed by More th Person					
(City)	(State)	(Zip)			Feison					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

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)	Code (4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)	(1150. 4)	(1150.4)
Common Stock	05/19/2020		S		244,800	D	\$35.15	2,173,748	I ⁽¹⁾⁽²⁾	see footnotes ⁽¹⁾⁽²⁾
Common Stock	05/19/2020		S		10,200	D	\$35.15	90,572	12131	see footnotes ⁽²⁾⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	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				

Explanation of Responses:

1. Shares are held directly by 5AM Ventures IV, L.P.

2. The reporting person is a managing member of 5AM Partners IV, LLC and may be deemed to have shared voting and investment power over the shares beneficially owned by the 5AM Funds. The reporting person disclaims beneficial ownership of the shares of Common Stock and Preferred Stock held directly by the 5AM Funds, except to the extent of his pecuniary interest therein. 3. Shares are held directly by 5AM Co-Investors IV, L.P

Remarks:

/s/ Scott M. Rocklage

** Signature of Reporting Person

05/21/2020 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.

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