

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <u>Hamill John P.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Aprea Therapeutics, Inc. [ APRE ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SrVP/CFO/Prin Fin &amp; Acct Ofer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/13/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>3805 OLD EASTON ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>DOYLESTOWN PA 18902</u>			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(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)	Price			
<u>Common Stock</u>	<u>03/13/2024</u>		<u>P</u>		<u>1,010</u>	<u>A</u>	<u>\$7.29</u>	<u>15,503</u>	<u>D</u>	

**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						Amount or Number of Shares
<u>Tranche A Warrant</u>	<u>(1)</u>	<u>03/13/2024</u>		<u>P</u>		<u>505</u>		<u>03/13/2024</u>	<u>(2)</u>	<u>Common Stock</u>	<u>505</u>	<u>(3)</u>	<u>505</u>	<u>D</u>	
<u>Tranche B Warrant</u>	<u>(4)</u>	<u>03/13/2024</u>		<u>P</u>		<u>505</u>		<u>03/13/2024</u>	<u>(5)</u>	<u>Common Stock</u>	<u>505</u>	<u>(6)</u>	<u>505</u>	<u>D</u>	

**Explanation of Responses:**

- The exercise price of the Tranche A Warrants is as follows: 505 shares of the Company's common stock at the exercise price of \$7.29 per share or warrants for an exercise price of \$7.29 minus \$0.001 per share.
- Tranche A Warrants shall expire on March 13, 2027; provided, however, that (A) if (i) the Company publicly announces, the recommended Phase 2 dose for ATRN-119, and (ii) the daily VWAP of the Common Stock equals or exceeds \$14.58 per share for any 30 consecutive Trading Day period commencing on or after the Trading Day on which the announcement was made, then the Termination Date shall be 30 days following the date on which both (i) and (ii) above have occurred.
- The purchase price for the Tranche A Warrants is included in the purchase price for the shares of Common Stock reflected in Table I above.
- The exercise price of the Tranche B Warrants is as follows: 505 shares of the Company's common stock at the exercise price of \$9.1125 per share or warrants for an exercise price of \$9.1125 minus \$0.001 per share.
- Tranche B Warrants shall expire on March 13, 2029; provided, however, that (A) if (i) the Company publicly announces, the recommended Phase 2 dose for APR-1051, and (ii) the daily VWAP of the Common Stock equals or exceeds \$18.225 per share for any 30 consecutive Trading Day period commencing on or after the Trading Day on which the announcement was made, then the Termination Date shall be 30 days following the date on which both (i) and (ii) above have occurred.
- The purchase price for the Tranche B Warrants is included in the purchase price for the shares of Common Stock reflected in Table I above.

/s/ John Hamill

03/14/2024

\*\* 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.