(City)

(State)

1. Name and Address of Reporting Person\*

(Zip)

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Vashington,	D.C.	20549
vasimigton,	D.O.	200-0

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

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

See footnotes(1)(2)

See  $footnotes^{(2)(3)}$ 

See footnotes(4)(5)

11. Nature of Indirect Beneficial

Ownership (Instr. 4)

Filed nursuant to Section 16(a) of the Securities Eychange Act of 1934

ou de	J. J			i lice									mpany Ac			_		_				
1. Name and Address of Reporting Person* <u>5AM Ventures IV, L.P.</u>					2. Issuer Name <b>and</b> Ticker or Trading Symbol Aprea Therapeutics, Inc. [ APRE ]									heck all ap				.,				
(Last) (First) (Middle) 501 2ND STREET, SUITE 350					3. Date of Earliest Transaction (Month/Day/Year) 05/19/2020								Officer (give title Other (s below) below)				pecify					
(Street) SAN FRANC	ISCO CA	A.	9410	17	4. If	Am	endı	ment, C	ate o	f Ori	iginal	File	ed (Month/l	Day/Yea	ır)			n filed by	Group Fili y One Re y More th	portin	g Perso	on .
(City)	(Si	tate)	(Zip)																			
		Table	e I - I	Non-Deriva	ative	Se	cur	rities	Acq	uir	ed, I	Dis	posed	of, or	Bene	fici	ally Owr	ned				
Date		2. Transaction Date (Month/Day/Ye	ear) ii	Execu r) if any		Deemed cution Date, y nth/Day/Year)		3. Transaction Code (Instr. 8)		5)		(D) (Inst	D) (Instr. 3, 4 and		5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nat Indire Benef Owne (Instr.	ficial rship		
					4				Co	de	V	Ar	mount	(A) or (D)	Price		Transactio (Instr. 3 ar	on(s) nd 4)			_	
Common	Stock			05/19/202	0				5	S		2	244,800	D	\$35	.15	2,173,	748	I(1)(	(2)	1	notes <sup>(1)(</sup>
Common	Stock			05/19/202	0				5	S			10,200	D	\$35	.15	90,5	72	I <sup>(2)(</sup>	(3)		notes <sup>(2)(</sup>
Common	Stock																333,3		<b>I</b> (4)(	(5)	See footr	notes <sup>(4)(</sup>
		Та	ble	II - Derivat (e.g., pu														ed				
Security or Exercis (Instr. 3) Price of	Conversion or Exercise Price of Derivative	n Date e (Month/Day/Year) i		Deemed ecution Date, ny onth/Day/Year)	4. Trans Code 8)				itive ities red sed 3, 4	ed Expiratio (Month/D				Amo Seci Und Deri Seci	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owne Follow Repor	ities icially d ving rted action(s)	Forr Dire or In	ership n: ct (D) direct nstr. 4)	11. Natu of Indire Benefic Owners (Instr. 4
					Code	v		(A)	(D)	Dat Exe	te ercisal	ble	Expiratio Date		Amo or Num of Shar	ber						
	nd Address o Ventures I	f Reporting Person V, L.P.	*																			
(Last) 501 2NI	O STREET,	(First) SUITE 350		(Middle)																		
(Street) SAN FRANC	ISCO	CA		94107																		
(City)		(State)		(Zip)																		
		f Reporting Person O <u>rs IV, L.P.</u>	* I																			
(Last) 501 2NI	) STREET,	(First) SUITE 350		(Middle)																		
(Street) SAN FRANC	ISCO	CA		94107		_																

(Last)	(First)	(Middle)	
501 2ND STREI		(wilddie)	
,			
(Street)			
SAN FRANCISCO	CA	94107	
,			
(City)	(State)	(Zip)	
1. Name and Addres	ss of Reporting Person*		
<u>DIEKMAN J</u>	<u>OHN D</u>		
(Last)	(First)	(Middle)	
501 2ND STREI	ET, SUITE 350		
,			
(Street) SAN			
FRANCISCO	CA	94107	
(City)	(State)	(7in)	
(City)	(State)	(Zip)	
1. Name and Address Schwab Andres	ss of Reporting Person $^*$		
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(Last)	(First)	(Middle)	
501 2ND STREI	ET, SUITE 350		
(Street)			
SAN	CA	94107	
FRANCISCO	<del></del>	2 120,	
(City)	(State)	(Zip)	
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	ss of Reporting Person*	,	
1. Name and Addres	ss of Reporting Person* unities I, L.P.		
1. Name and Address 5AM Opports (Last)	ss of Reporting Person* unities I, L.P.  (First)	,	
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## **Explanation of Responses:**

- 1. Shares are held directly by 5AM Ventures IV, L.P.
- 2. 5AM Partners IV, LLC is the sole general partner of each of 5AM Ventures IV, L.P. and 5AM Co-Investors IV, L.P. (collectively, the "5AM IV Funds"). Dr. John D. Diekman, Andrew J. Schwab and Dr. Scott M. Rocklage are managing members of 5AM Partners IV, LLC and may be deemed to have shared voting and investment power over the shares beneficially owned by the 5AM IV Funds. Each of 5AM Partners IV, LLC, Dr. Diekman, Mr. Schwab and Dr. Rocklage disclaims beneficial ownership of the shares of Common Stock and Preferred Stock held directly by the 5AM IV Funds, except to the extent of its or his pecuniary interest therein.
- 3. Shares are held directly by 5AM Co-Investors IV, L.P.
- 4. Shares are held directly by 5AM Opportunities I, L.P. ("Opportunities"), which is under common control with the 5AM IV Funds. The 5AM IV Funds and Opportunities expressly disclaim status as a "group" for purposes of this Form 4.
- 5. 5AM Opportunities I (GP), LLC ("Opportunities GP") is the sole general partner of Opportunities. Andrew J. Schwab and Dr. Kush Parmar are managing members of Opportunities GP and may be deemed to have shared voting and investment power over the shares beneficially owned by Opportunities. Each of Opportunities GP, Mr. Schwab and Dr. Parmar disclaims beneficial ownership of the shares of Common Stock held directly by Opportunities, except to the extent of its or his pecuniary interest therein.

## Remarks:

/s/ Andrew J. Schwab, Managing Member of 5AM Partners IV, LLC the General 05/21/2020 Partner of 5AM Ventures IV, L.P. /s/ Scott M. Rocklage, Managing Member of 5AM Partners IV, LLC, the General 05/21/2020 Parnter of 5AM Co-Investors <u>IV, L.P.</u> /s/ Scott M. Rocklage, Managing Member of 5AM 05/21/2020 Partners IV, LLC /s/ John D. Diekman 05/21/2020 /s/ Andrew J. Schwab 05/21/2020 /s/ Kush Parmar, Managing Member of 5AM 05/21/2020 Opportunities I (GP), LLC, the General Partner of 5AM Opportunities I, L.P. /s/ Kush Parmar, Managing Member of 5AM 05/21/2020 Opportunities I (GP), LLC /s/ Kush Parmar 05/21/2020 \*\* Signature of Reporting Person Date

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

- $^{\star}$  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.

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