SEC Form 4

FORM 4

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

OMB APPROVAL

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			of Section So(n) of the investment company Act of 1340						
1. Name and Address of Reporting Person* SCHADE CHRISTIAN S			2. Issuer Name and Ticker or Trading Symbol Aprea Therapeutics, Inc. [APRE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>SCHADE CHIRISTIAN 5</u>				X	Director	10% Owner			
(Last) 535 BOYLSTC			3. Date of Earliest Transaction (Month/Day/Year) 03/10/2022	X	Officer (give title below) Chairman & C	Other (specify below) CEO			
(Street) BOSTON	МА	02116	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Form filed by One Repor Form filed by More than	ting Person			
(City)	(State)	(Zip)			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. Transa Code (8)					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)		(1130.4)
Common Stock	03/10/2022		A		100,100(1)	A	\$ <mark>0</mark>	255,116	D	
Common Stock								1 ,0 00 ⁽³⁾	I ⁽³⁾	By adult child ⁽³⁾
Common Stock								1,000(3)	I(3)	By adult child ⁽³⁾
Common Stock								1,000 ⁽³⁾	I ⁽³⁾	By adult child ⁽³⁾
Common Stock								1,000 ⁽³⁾	I ⁽³⁾	By adult child ⁽³⁾
Common Stock								1,000 ⁽³⁾	I ⁽³⁾	By adult child ⁽³⁾
Common Stock								1,000 ⁽³⁾	I(3)	By adult child ⁽³⁾
Common Stock								5,000	I	By spouse

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. Transa Code (8)		Derivative		6. Date Exerc Expiration Da (Month/Day/)	ate	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	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		Transaction(s) (Instr. 4)		
Stock Option (right to Buy)	\$1.82	03/10/2022		A		427,700		(2)	03/10/2032	Common Stock	427,700	\$0	427,700	D	

Explanation of Responses:

1. These shares represent restricted stock units which were granted on March 10, 2022, and which will vest and be settled in common stock as follows: (i) 33,366 shares on March 10, 2023, (ii) 33,367 shares on March 10, 2024 and (iii) 33,367 shares on March 10, 2025, subject to the reporting person's continued employment through and including the applicable vesting dates and subject to acceleration under certain conditions.

2. Twenty-five percent of these options vest on March 10, 2023, with the remaining options vesting ratably over the following 36 months, subject to the reporting person's continued employment through and including the applicable vesting dates and subject to acceleration under certain conditions.

3. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, or for any other purpose.

/s/ Scott M. Coiante, attorney-03/14/2022

Date

** Signature of Reporting Person

in-fact

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.

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