

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>ROCKLAGE SCOTT M</u> (Last) (First) (Middle) <u>535 BOYLSTON STREET</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/07/2019</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			
Common Stock	10/07/2019		C		1,913,910	A	(1)	1,926,073	I(2)(4)	See footnotes(2)(4)
Common Stock	10/07/2019		C		79,746	A	(1)	80,253	I(3)(4)	See footnotes(3)(4)
Common Stock	10/07/2019		C		492,475	A	(1)	2,418,548	I(2)(4)	See footnotes(2)(4)
Common Stock	10/07/2019		C		20,519	A	(1)	100,772	I(3)(4)	See footnotes(3)(4)

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				
Series B Convertible Preferred Stock	(1)	10/07/2019		C		1,913,910		(1)	(1)	Common Stock	1,913,910	(1)	0	I(2)(4)	See footnotes(2)(4)
Series B Convertible Preferred Stock	(1)	10/07/2019		C		79,746		(1)	(1)	Common Stock	79,746	(1)	0	I(3)(4)	See footnotes(3)(4)
Series C Convertible Preferred Stock	(1)	10/07/2019		C		492,475		(1)	(1)	Common Stock	492,475	(1)	0	I(2)(4)	See footnotes(2)(4)
Series C Convertible Preferred Stock	(1)	10/07/2019		C		20,519		(1)	(1)	Common Stock	20,519	(1)	0	I(3)(4)	See footnotes(3)(4)

Explanation of Responses:

- These shares of Series B Convertible Preferred Stock and Series C Convertible Preferred Stock (collectively, "Preferred Stock") automatically converted into shares of the Issuer's Common Stock ("Common Stock"), on a 1-for-1 basis, immediately prior to the completion of the Issuer's initial public offering for no additional consideration. The Preferred Stock had no expiration date.
- Shares are held directly by 5AM Ventures IV, L.P.
- Shares are held directly by 5AM Co-Investors IV, L.P.
- 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 Funds"). 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.

/s/ Scott M. Cojante, attorney-in-fact 10/07/2019

** 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.