

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>HealthCap VII, L.P.</u>  (Last) (First) (Middle) <u>C/O HEALTHCAP VII GP S.A.</u> <u>18 AVENUE OF DOUCHY</u>  (Street) <u>LAUSANNE V8 CH-1006</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)  Director <input checked="" type="checkbox"/> 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)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting 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. 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		1,661,382	A	(1)	1,671,941	I	See footnote <sup>(2)</sup>
Common Stock	10/07/2019		C		427,496	A	(1)	2,099,437	I	See footnote <sup>(2)</sup>
Common Stock	10/07/2019		P		266,667	A	\$15	2,366,104	I	See footnote <sup>(2)</sup>

**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			1,661,382	(1)	(1)	Common Stock	1,661,382	(1)	0	I	See footnote <sup>(2)</sup>
Series C Convertible Preferred Stock	(1)	10/07/2019		C			427,496	(1)	(1)	Common Stock	427,496	(1)	0	I	See footnote <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
HealthCap VII, L.P.  
 (Last) (First) (Middle)  
C/O HEALTHCAP VII GP S.A.  
18 AVENUE OF DOUCHY  
 (Street)  
LAUSANNE V8 CH-1006  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
HealthCap VII GP S.A.  
 (Last) (First) (Middle)  
C/O HEALTHCAP VII GP S.A.,  
18 AVENUE OF DOUCHY  
 (Street)  
LAUSANNE V8 CH-1006  
 (City) (State) (Zip)

**Explanation of Responses:**

1. Immediately prior the closing of the Issuer's initial public offering the shares of preferred stock automatically converted into shares of the common stock. Each share of preferred stock was convertible into shares of common stock at any time at the option of the holder and had no expiration date.
2. The securities are directly held by HealthCap VII L.P. (the "Fund"). HealthCap VII GP S.A. (the "General Partner") is the sole general partner of the Fund. The General Partner disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of its indirect pecuniary interest therein, and this report shall not be deemed an admission that the General Partner is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

**Remarks:**

[/s/ HealthCap VII L.P., By:](#)      [10/07/2019](#)  
[Louis Rambo, attorney-in-fact](#)

[/s/ HealthCap VII GP S.A., By:](#)      [10/07/2019](#)  
[Louis Rambo, attorney-in-fact](#)

\*\* 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.**