

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

**SCHEDULE 13D**

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT  
TO RULE 13d-2(a)**

(Amendment No. 5)\*

**Aprea Therapeutics, Inc.**

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

03836J102

(CUSIP Number)

Rebecca Lucia  
5AM Venture Management, LLC  
501 2<sup>nd</sup> Street, Suite 350  
San Francisco, CA 94107  
(415) 993-8565

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

February 11, 2021

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1.	Name of Reporting Persons	
	<b>5AM Ventures IV, L.P.</b>	
2.	Check the Appropriate Box if a Member of a Group (see instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3.	SEC USE ONLY	
4.	Source of Funds (see instructions)	
	WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	
	Delaware	
	7. Sole Voting Power	
	0	
	8. Shared Voting Power	
	594,392 shares of common stock (2)	
	9. Sole Dispositive Power	
	0	
	10. Shared Dispositive Power	
	594,392 shares of common stock (2)	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	594,392 shares of common stock (2)	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11	
	2.8% (3)	
14.	Type of Reporting Person (see instructions)	
	PN	

- (1) This Schedule 13D is filed by 5AM Partners IV, LLC ("5AM Partners IV"), 5AM Ventures IV, L.P. ("5AM IV"), 5AM Co-Investors IV, L.P. ("5AM Co-Investors IV"), 5AM Opportunities I, L.P. ("5AM Opportunities"), 5AM Opportunities I (GP), LLC ("5AM Opportunities GP"), Dr. John D. Diekman ("Diekman"), Andrew J. Schwab ("Schwab") and Dr. Scott M. Rocklage ("Rocklage" and, with 5AM Partners IV, 5AM IV, 5AM Co-Investors IV, 5AM Opportunities, 5AM Opportunities GP, Diekman and Schwab, collectively, the "Reporting Persons"). The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13D.
- (2) These shares are held by 5AM IV. Diekman, Schwab and Rocklage, as Managing Members of 5AM Partners IV, share voting and investment authority over the shares held by 5AM IV.
- (3) Percentage based on 21,186,827 shares of Common Stock outstanding as of November 6, 2020 as disclosed in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 6, 2020.

1.	Name of Reporting Persons	
	<b>5AM Co-Investors IV, L.P.</b>	
2.	Check the Appropriate Box if a Member of a Group (see instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/> x(1)
3.	SEC USE ONLY	
4.	Source of Funds (see instructions)	
	WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	
	Delaware	
	7. Sole Voting Power	
	0	
	8. Shared Voting Power	
	24,765 shares of common stock (2)	
	9. Sole Dispositive Power	
	0	
	10. Shared Dispositive Power	
	24,765 shares of common stock (2)	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	24,765 shares of common stock (2)	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11	
	0.1% (3)	
14.	Type of Reporting Person (see instructions)	
	PN	

- (1) This Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13D.
- (2) These shares are held by 5AM Co-Investors IV. Diekman, Schwab and Rocklage, as Managing Members of 5AM Partners IV, share voting and investment authority over the shares held by 5AM Co-Investors IV.
- (3) Percentage based on 21,186,827 shares of Common Stock outstanding as of November 6, 2020 as disclosed in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 6, 2020.

1.	Name of Reporting Persons	
	<b>5AM Partners IV, LLC</b>	
2.	Check the Appropriate Box if a Member of a Group (see instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3.	SEC USE ONLY	
4.	Source of Funds (see instructions)	
	AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	
	Delaware	
	7. Sole Voting Power	
	0	
	8. Shared Voting Power	
	619,157 shares of common stock (2)	
	9. Sole Dispositive Power	
	0	
	10. Shared Dispositive Power	
	619,157 shares of common stock (2)	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	619,157 shares of common stock (2)	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11	
	2.9% (3)	
14.	Type of Reporting Person (see instructions)	
	OO	

- (1) This Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13D.
- (2) Includes (i) 594,392 shares held by 5AM IV; and (ii) 24,765 shares held by 5AM Co-Investors IV. Diekman, Schwab and Rocklage, as Managing Members of 5AM Partners IV, share voting and investment authority over the shares held by 5AM IV and 5AM Co-Investors IV.
- (3) Percentage based on 21,186,827 shares of Common Stock outstanding as of November 6, 2020 as disclosed in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 6, 2020.

1.	Name of Reporting Persons	
	<b>5AM Opportunities I, L.P.</b>	
2.	Check the Appropriate Box if a Member of a Group (see instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3.	SEC USE ONLY	
4.	Source of Funds (see instructions)	
	WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	
	Delaware	
	7. Sole Voting Power	
	0	
	8. Shared Voting Power	
	0	
	9. Sole Dispositive Power	
	0	
	10. Shared Dispositive Power	
	0	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	0	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11	
	0	
14.	Type of Reporting Person (see instructions)	
	PN	

(1) This Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13D.

1.	Name of Reporting Persons	
	<b>5AM Opportunities I (GP), LLC</b>	
2.	Check the Appropriate Box if a Member of a Group (see instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3.	SEC USE ONLY	
4.	Source of Funds (see instructions)	
	AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	
	Delaware	
	7. Sole Voting Power	
	0	
	8. Shared Voting Power	
	0	
	9. Sole Dispositive Power	
	0	
	10. Shared Dispositive Power	
	0	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	0	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11	
	0	
14.	Type of Reporting Person (see instructions)	
	OO	

(1) This Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13D.

1.	Name of Reporting Persons	
	Dr. John D. Diekman	
2.	Check the Appropriate Box if a Member of a Group (see instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3.	SEC USE ONLY	
4.	Source of Funds (see instructions)	
	AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	
	United States	
	7. Sole Voting Power	
	0	
	8. Shared Voting Power	
	619,157 shares of common stock (2)	
	9. Sole Dispositive Power	
	0	
	10. Shared Dispositive Power	
	619,157 shares of common stock (2)	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	619,157 shares of common stock (2)	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11	
	2.9% (3)	
14.	Type of Reporting Person (see instructions)	
	IN	

- (1) This Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13D.
- (2) Includes (i) 594,392 shares held by 5AM IV; and (ii) 24,765 shares held by 5AM Co-Investors IV. Diekman, Schwab and Rocklage, as Managing Members of 5AM Partners IV, share voting and investment authority over the shares held by 5AM IV and 5AM Co-Investors IV.
- (3) Percentage based on 21,186,827 shares of Common Stock outstanding as of November 6, 2020 as disclosed in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 6, 2020.

1.	Name of Reporting Persons	
	Andrew J. Schwab	
2.	Check the Appropriate Box if a Member of a Group (see instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3.	SEC USE ONLY	
4.	Source of Funds (see instructions)	
	AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	
	United States	
	7. Sole Voting Power	
	0	
	8. Shared Voting Power	
	619,157 shares of common stock (2)	
	9. Sole Dispositive Power	
	0	
	10. Shared Dispositive Power	
	619,157 shares of common stock (2)	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	619,157 shares of common stock (2)	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11	
	2.9% (3)	
14.	Type of Reporting Person (see instructions)	
	IN	

- (1) This Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13D.
- (2) Includes (i) 594,392 shares held by 5AM IV; and (ii) 24,765 shares held by 5AM Co-Investors IV. Diekman, Schwab and Rocklage, as Managing Members of 5AM Partners IV, share voting and investment authority over the shares held by 5AM IV and 5AM Co-Investors IV.
- (3) Percentage based on 21,186,827 shares of Common Stock outstanding as of November 6, 2020 as disclosed in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 6, 2020.



1.	Name of Reporting Persons	
	Dr. Scott M. Rocklage	
2.	Check the Appropriate Box if a Member of a Group (see instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3.	SEC USE ONLY	
4.	Source of Funds (see instructions)	
	AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	
	United States	
	7. Sole Voting Power	
	0	
	8. Shared Voting Power	
	619,157 shares of common stock (2)	
	9. Sole Dispositive Power	
	0	
	10. Shared Dispositive Power	
	619,157 shares of common stock (2)	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	619,157 shares of common stock (2)	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11	
	2.9% (3)	
14.	Type of Reporting Person (see instructions)	
	IN	

- (1) This Schedule 13D is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13D.
- (2) Includes (i) 594,392 shares held by 5AM IV; and (ii) 24,765 shares held by 5AM Co-Investors IV. Diekman, Schwab and Rocklage, as Managing Members of 5AM Partners IV, share voting and investment authority over the shares held by 5AM IV and 5AM Co-Investors IV.
- (3) Percentage based on 21,186,827 shares of Common Stock outstanding as of November 6, 2020 as disclosed in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 6, 2020.

**Explanatory Note:** This Amendment No. 5 (the “Amendment”), which amends the Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on October 17, 2019, as amended by Amendment No. 1 filed May 22, 2020, as amended by Amendment No. 2 filed June 11, 2020, as amended by Amendment No. 3 filed October 7, 2020 and as amended by Amendment No. 4 filed on November 18, 2020 (the “Original Schedule 13D”) is being filed on behalf of 5AM Partners IV, LLC (“5AM Partners IV”), 5AM Ventures IV, L.P. (“5AM IV”), 5AM Co-Investors IV, L.P. (“5AM Co-Investors IV”), 5AM Opportunities I, L.P. (“5AM Opportunities”), 5AM Opportunities I (GP), LLC (“5AM Opportunities GP”), Dr. John D. Diekman (“Diekman”), Andrew J. Schwab (“Schwab”) and Dr. Scott M. Rocklage (“Rocklage” and, with 5AM Partners IV, 5AM IV, Co-Investors IV, 5AM Opportunities, 5AM Opportunities GP, Diekman and Schwab, collectively, the “Reporting Persons”) in respect of the Common Stock, \$0.001 par value per share of Aprea Therapeutics, Inc., a Delaware corporation (the “Issuer”). This Amendment is being filed by the Reporting Persons to report open market sales of Common Stock on February 11, 2021. Accordingly, the number of securities beneficially owned by the Reporting Persons has decreased as described in Items 4 and 5 below.

Item 4 and 5 of the Original Schedule 13D are hereby amended and supplemented to the extent hereinafter expressly set forth and, except as amended and supplemented hereby, the Original Schedule 13D remains in full force and effect. All capitalized terms used in this Amendment but not defined herein shall have the meanings ascribed thereto in the Original Schedule 13D.

#### **Item 4. Purpose of Transaction**

*Item 4 of the Original Schedule 13D is hereby amended and supplemented by adding the following paragraphs at the end of Item 4:*

On February 3, 2021, 5AM Opportunities sold an aggregate of 138,497 shares of Common Stock in an open market transaction at a price of \$7.01 per share.

On February 11, 2021, 5AM IV sold an aggregate of 595,200 shares of Common Stock in an open market transaction at a price of \$8.00 per share and 5AM Co-Investors IV sold an aggregate of 24,800 shares of Common Stock in an open market transaction at a price of \$8.00 per share.

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**Item 5. Interest in Securities of the Issuer**

Item 5 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:

(a) — (b). The following information with respect to the ownership of the Common Stock of the Issuer by the persons filing this statement on Schedule 13D is provided as of February 16, 2021:

<b>Reporting Persons</b>	<b>Shares Held Directly</b>	<b>Sole Voting Power</b>	<b>Shared Voting Power(1)</b>	<b>Sole Dispositive Power</b>	<b>Shared Dispositive Power (1)</b>	<b>Beneficial Ownership</b>	<b>Percentage of Class (2)</b>
5AM IV	594,392	0	594,392	0	594,392	594,392	2.8%
5AM Co-Investors IV	24,765	0	24,765	0	24,765	24,765	0.1%
5AM Partners IV (1)	0	0	619,157	0	619,157	619,157	2.9%
5AM Opportunities	0	0	0	0	0	0	0.0%
5AM Opportunities GP	0	0	0	0	0	0	0.0%
Diekman (1)	0	0	619,157	0	619,157	619,157	2.9%
Schwab (1)	0	0	619,157	0	619,157	619,157	2.9%
Rocklage (1)	0	0	619,157	0	619,157	619,157	2.9%

- (1) Includes 594,392 shares of Common Stock held by 5AM IV and 24,765 shares of Common Stock held by 5AM Co-Investors IV. Diekman, Schwab and Rocklage, as Managing Members of 5AM Partners IV, share voting and investment authority over the shares held by 5AM IV and 5AM Co-Investors IV.
- (2) Percentage based on 21,186,827 shares of Common Stock outstanding as of November 6, 2020 as disclosed in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 6, 2020.
- (c) Except as set forth herein, none of the Reporting Persons has effected any transactions in shares of the Issuer's Common Stock during the last 60 days.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, the shares of Common Stock beneficially owned by any of the Reporting Persons.
- (e) The Reporting Persons ceased to be the beneficial owners of more than five percent of the Common Stock on February 11, 2021.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 16, 2021

**5AM Ventures IV, L.P.**

By: 5AM Partners IV, LLC,  
Its General Partner

By: /s/ Andrew J. Schwab  
Andrew J. Schwab  
Managing Member

**5AM Co-Investors IV, L.P.**

By: 5AM Partners IV, LLC,  
Its General Partner

By: /s/ Andrew J. Schwab  
Andrew J. Schwab  
Managing Member

**5AM Partners IV, LLC**

By: /s/ Andrew J. Schwab  
Andrew J. Schwab  
Managing Member

**5AM Opportunities I, L.P.**

By: 5AM Opportunities I (GP), LLC,  
Its General Partner

By: /s/ Andrew J. Schwab  
Andrew J. Schwab  
Managing Member

**5AM Opportunities I (GP), LLC**

By: /s/ Andrew J. Schwab  
Andrew J. Schwab  
Managing Member

**DR. JOHN D. DIEKMAN**

By: /s/ Dr. John D. Diekman  
Dr. John D. Diekman

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**ANDREW J. SCHWAB**

By: /s/ Andrew J. Schwab  
Andrew J. Schwab

**DR. SCOTT M. ROCKLAGE**

By: /s/ Dr. Scott M. Rocklage  
Dr. Scott M. Rocklage

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