

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Mirza Nadeem Q.</u>  (Last) (First) (Middle) 3805 OLD EASTON ROAD  (Street) DOYLESTOWN PA 18902  (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 _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Chief Medical Officer Other (specify below) _____
	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2024	
	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	05/01/2024		A		6,730 <sup>(1)</sup>	A	\$0.00	6,730	D	

**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
Stock Options (Right to Purchase)	\$5.25	05/01/2024		A		26,920		(2)	05/01/2034	Common Stock	29,920	\$0.00	26,920	D	

**Explanation of Responses:**

- These shares were granted by the Issuer as an inducement material to the Reporting Person entering into employment with the Issuer in accordance with Nasdaq Rule 5635(c)(4). These shares represent restricted stock units ("RSUs") and shall vest and be settled in the Issuer's common stock, on a one-for-one basis in three (3) equal annual installments beginning on May 1, 2025, until vested in full, subject to the Reporting Person's continued employment through and including the applicable vesting dates and subject to acceleration under certain conditions.
- The option was granted by the Issuer as an inducement material to the Reporting Person entering into employment with the Issuer in accordance with Nasdaq Rule 5635(c)(4). Twenty-five percent of these options vest on May 1, 2025, 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.

/s/ John Hamill, as Attorney-in-Fact 05/02/2024

\*\* 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.