

| OMB APPROVAL                                 |           |
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| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**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*<br><u>Gilad Oren</u><br><br>(Last) (First) (Middle)<br>3805 OLD EASTON ROAD<br><br>(Street)<br>DOYLESTOWN, PA 18902<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Aprea Therapeutics, Inc. [ APRE ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>President, CEO |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/23/2022                          |   |
|  | 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                    | 08/23/2022                           |  | C                              |   | 6,045,100 <sup>(2)</sup>  | A          | \$0.00 | 6,375,414   | D  |   |
| Common Stock                    | 03/09/2023                           |  | A                              |   | 4,000 <sup>(1)</sup>  | A          | \$0.00 | 322,770 <sup>(4)</sup>  | 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   | Amount or Number of Shares |  |  |   |  |
| Series A Non-Voting Convertible Preferred Stock | (2)  | 08/23/2022                           |  | C                              |   | 604,510  |     | (2)  | (2)             | Common Stock  | 6,045,100                  | \$0.00                                     | 0  | D   |  |
| Stock Options (Right to Buy)                    | \$5.08   | 03/09/2023                           |  | A                              |   | 16,000   |     | (3)  | 03/09/2033      | Common Stock  | 16,000                     | \$0.00                                     | 16,000   | D   |  |

**Explanation of Responses:**

- These shares represent restricted stock units ("RSUs") and shall vest and be settled in the Issuer's common stock ("Common Stock") in three (3) equal annual installments beginning on March 9, 2024 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.
- Each share of Series A Non-Voting Convertible Preferred Stock is convertible into 10 shares of Common Stock any time at the option of the holder thereof, subject to certain limitations. On August 23, 2022, the Reporting Person converted 604,510 shares of Series A Non-Voting Convertible Preferred Stock into 6,045,100 shares of Common Stock.
- Twenty-five percent of these options vest on March 9, 2024, 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.
- Reflects a one-for-20 reverse split, effective as of 5:00 p.m. Eastern Time on February 10, 2023.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ John Hamill, Attorney-in-Fact 03/13/2023

\*\* 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.

**POWER OF ATTORNEY**

Know all by these presents that the undersigned hereby constitutes, designates and appoints John Hamill as such person's true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution and full power to act alone and without the other, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Aprea Therapeutics, Inc. (the "Company"), any and all Forms 3, 4 and 5 (including any amendments thereto) required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), and the rules and regulations thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority;

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 11, 2023.

By: /s/ Oren Gilad

Name: Oren Gilad

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