

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

(Amendment No. **1**)\*

**Gem Pharmaceuticals LLC**

(Name of Issuer)

**Common Stock, \$0.001 par value**

(Title of Class of Securities)

**61023L207**

(CUSIP Number)

**Gem Pharmaceuticals, LLC**  
**200 Randolph Avenue,**  
**Huntsville, AL, 35801**  
**256-539-6000**

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

**12/09/2024**

(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 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 (however, see the Notes).

**SCHEDULE 13D**

**CUSIP No.** 61023L207

1	Name of reporting person <b>Monopar Therapeutics</b>
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) <b>OO</b>

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 611,079.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 611,079.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 611,079.00	
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) 11.6 %	
14	Type of Reporting Person (See Instructions) OO	

## SCHEDULE 13D

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1	Name of reporting person Hendricks Diane
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 93,750.00
	8	Shared Voting Power 611,079.00
	9	Sole Dispositive Power 93,750.00
	10	Shared Dispositive Power 611,079.00
11	Aggregate amount beneficially owned by each reporting person 704,829.00	
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) 13.4 %	
14	Type of Reporting Person (See Instructions) IN	

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1	Name of reporting person Leo Karl	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 31,312.00
	8	Shared Voting Power 611,079.00
	9	Sole Dispositive Power 31,312.00
	10	Shared Dispositive Power 611,079.00

11	Aggregate amount beneficially owned by each reporting person 642,391.00
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) 13.4 %
14	Type of Reporting Person (See Instructions) IN

## SCHEDULE 13D

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1	Name of reporting person Pharma Investments LLC	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 611,079.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 611,079.00
11	Aggregate amount beneficially owned by each reporting person 611,079.00	
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) 11.6 %	
14	Type of Reporting Person (See Instructions) OO	

## SCHEDULE 13D

### Item 1. Security and Issuer

(a) **Title of Class of Securities:**

Common Stock, \$0.001 par value

(b) **Name of Issuer:**

Gem Pharmaceuticals LLC

(c) **Address of Issuer's Principal Executive Offices:**

200 RANDOLPH AVENUE, 200 RANDOLPH AVENUE, HUNSTVILLE, ALABAMA , 35801.

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

(a) Refer to the cover pages. All percentages are calculated based on 5,277,796 shares of Common Stock outstanding as of December 16, 2024.

(b) Refer to the cover pages. All percentages are calculated based on 5,277,796 shares of Common Stock outstanding as of December 16, 2024.

(c) Except as described in Item 6, the Reporting Persons have not effected any transaction in the securities of the Issuer during the past 60 days.

(d) Not applicable.

(e) Not applicable.

### Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

On December 9, 2024, TacticGem LLC ("TacticGem") made a pro rata distribution of all of the shares of Common Stock that were held by it to its members, Tactic Pharma and Gem Pharmaceuticals, LLC ("Gem"). In such distribution, Gem received the 611,079 shares of Common Stock that were already attributed to Gem (after giving effect to a prior 1 to 5 reverse split that reduced the 3,055,394 shares referenced in the original filing to such 611,079 shares). Gem and the other Reporting Persons were already deemed to beneficially own their pro rata interest in the shares held indirectly by Gem, so the distribution did not result in any change to the beneficial ownership of the Reporting Persons.

The Reporting Persons and Gem agreed to lock-up provisions with each other prohibiting sales of the distributed Common Stock until December 31, 2025, without the mutual consent of representatives of Gem. In addition, the Reporting Persons will continue to have the same registration rights previously exercisable through Gem, but the lock-up agreement also provided that neither the Reporting Persons nor Gem would exercise such rights until December 31, 2025, without the mutual consent of representatives of Gem.

### SIGNATURE

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.

Monopar Therapeutics

Signature: Karl Leo  
Name/Title: Managing Member  
Date: 12/18/2024

Hendricks Diane

Signature: Diane Hendricks  
Name/Title: Diane Hendricks  
Date: 12/18/2024

Leo Karl

Signature: Karl Leo  
Name/Title: Karl Leo  
Date: 12/18/2024

Pharma Investments LLC

**Signature:** [Diane Hendricks](#)  
**Name/Title:** [Managing Member](#)  
**Date:** [12/18/2024](#)