

# FORM 4

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

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Brown Michael J			2. Issuer Name and Ticker or Trading Symbol Monopar Therapeutics [MNPR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2021					
1000 SKOKIE BLVD STE 350								
(Street)			4. If Amendment, Date 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		
WILMETTE, IL 60091								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	12/31/2021		M		751	A	(1)	214,294	D	
Common Stock								4,111,272.88	I	See Footnote (2)
Common Stock								166,667	I	See Footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474 (9-02)

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**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 Underlying Securities (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 of Derivative Security: 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				
Restricted Stock Units	(1)	12/31/2021		M		751		(4)	(4)	Common Stock	751	\$ 0	0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Michael J 1000 SKOKIE BLVD STE 350 WILMETTE, IL 60091	X			

## Signatures

/s/ Kim R. Tsuchimoto, Attorney-in-fact	01/04/2022
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## Explanation of Responses:

\* 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).

(1) Represents shares acquired on vesting and settlement of restricted stock units.

This is based upon the 4,111,272.88 shares of Monopar common stock that Tactic Pharma LLC indirectly controls through TacticGem LLC. As a manager of Tactic Pharma LLC,

(2) Mr. Brown may be deemed to share voting and dispositive power over these 4,111,272.88 shares. Mr. Brown disclaims beneficial ownership of the 4,111,272.88 shares held by Tactic Pharma LLC, except to the extent of his pecuniary interest therein.

This is based upon the 166,667 shares of Monopar Common Stock that Tactic Pharma LLC directly owns. As a manager of Tactic Pharma LLC, Mr. Brown may be deemed to share

(3) voting and dispositive power over these 166,667 shares. Mr. Brown disclaims beneficial ownership of the 166,667 shares held by Tactic Pharma LLC, except to the extent of his pecuniary interest therein.

On January 26, 2021 the reporting person was granted 3,005 restricted stock units, vesting in four equal quarterly installments with vesting dates on March 31, 2021, June 30, 2021,

(4) September 30, 2021, and December 31, 2021. Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer. Disposed of restricted stock units were surrendered in exchange for issuance of common stock upon vesting and settlement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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