

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |           |
|--|-----------|
| 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>Robinson Chandler</u><br><br>(Last) (First) (Middle)<br>1000 SKOKIE BLVD SUITE 350<br><br>(Street)<br>WILMETTE IL 60091<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Monopar Therapeutics [ MNPR ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chief Executive Officer</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/31/2023                      |  |
| 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                    | 03/31/2023                           |  | M                              |   | 13,911  | A          | (1)    | 90,640.8  | D  |   |
| Common Stock                    | 03/31/2023                           |  | F                              |   | 4,286 <sup>(6)</sup>  | D          | \$1.39 | 86,354.8  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 4,111,272.88  | I  | See Footnote <sup>(2)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |        | 166,667   | I  | See Footnote <sup>(3)</sup>                           |

**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 |  |  |   |  |
| Restricted Stock Units                     | (1)  | 03/31/2023                           |  | M                              |   | 13,911   |     | (4)(5)   | (4)(5)          | Common Stock  | 13,911                     | \$0  | 312,996  | D   |  |

**Explanation of Responses:**

- 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, Dr. Robinson may be deemed to share voting and dispositive power over these 4,111,272.88 shares. Dr. Robinson 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, Dr. Robinson may be deemed to share voting and dispositive power over these 166,667 shares. Dr. Robinson 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 63,060 restricted stock units, vesting 6/48ths (7,883 shares) on June 30, 2021, and 3/48ths (3,941 shares) every 3 months thereafter until the RSU is fully vested on December 31, 2024. 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.
- On February 2, 2022, the reporting person was granted 159,522 restricted stock units, vesting 6/48ths (19,940 shares) on June 30, 2022, and 3/48ths (9,970 shares) every 3 months thereafter until the RSU is fully vested on December 31, 2025. 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.
- Represents shares withheld by the issuer to pay for the applicable withholding tax due upon vesting of restricted stock units.

/s/ Kim R. Tsuchimoto, Attorney-in-fact 04/04/2023

\*\* 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.