

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Weekington, D.C. 20540

Washington, D.C. 20549

# OMB APPROVAL OMB 3235Number: 0104 Estimated average burden hours per response... 0.5

## INITIAL STATEMENT OF 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

	e of Event l	Requiring 3	I NI	Tialan	T 11 O		
Staten		tequing	3. Issuer Name and Ticker or Trading Symbol				
	nent	1	Monopar Therapeutics [NONE]				
	th/Day/Year	r)					
) 01/08	01/08/2018		4. Relationship of Reporting			5. If Amendment, Date Original	
350			Person(s) to Issuer			Filed(Month/Day/Year)	
						6. Individual or Joint/Group	
		-			specify Filin		Applicable Line)
LMETTE, IL 60091			title below) below)			_X_ Form filed by One Reporting Person Form filed by More than One Reporting	
			Chief So	cientific Office	- I		by wore than one reporting
	Ta	ble I - No	n-Derivati	ve Securitie	s Benefici	ally O	wned
	2. <i>A</i>	Amount of S	Securities	3.	4. Nature of	f Indire	ct Beneficial
1.Title of Security (Instr. 4)		Beneficially Owned		Ownership	*		
			(Instr. 4)		(Instr. 5)		
				(Instr. 5)			
mmon stock 14,002.8		,002.8		D			
Common stock 4,1		11,272.88	.88 I S		See Footnote (1) (1)		
Common stock 166		6,667		I	See Footnote (2) (2)		) (2)
respond	to the coll	ection of i	nformation	contained i	n this form		SEC 1473 (7-02)
curities Be	neficially O	wned ( <i>e.g.</i> ,	puts, calls,	warrants, opti	ions, conver	rtible s	ecurities)
1. Title of Derivative Security 2. Date Exercisable		3. Title and Amount of		4.	5.	6.	Nature of Indirect
(Instr. 4) and Expiration Date (Month/Day/Year)		Derivative Security					eneficial Ownership
						(-	nstr. 5)
		, , ,					
	•	Title	Number of	Security	Direct (D) or Indirect	D)	
			Shares		\ /	)	
(3)	<u>(3)</u>	Common stock	84,000	\$ 0.001	D		
<u>(4)</u>	<u>(4)</u>	Common stock	84,000	\$ 0.001	D		
	for each class respond to respond to respond to the Exercisable (3)	Ta  2. A Bet (In:  14.  4,1  16.  for each class of securit respond to the coll to respond unless the curities Beneficially Of 2. Date Exercisable and Expiration Date (Month/Day/Year)  Date Exercisable Expiration Date (Exercisable Date Exercisable Date Exercisable Date Exercisable Date Exercisable Date Exercisable Date Exercisable Date Expiration Date Exercisable Date Exercisable Date Exercisable Date Exercisable Date	Table I - No  2. Amount of Seneficially Or (Instr. 4)  14,002.8  4,111,272.88  166,667  for each class of securities beneficial to respond to the collection of into respond unless the form discontinuous to the securities described and Expiration Date (Month/Day/Year)  Date Exercisable and Expiration Exercisable Date  (3)  (3)  (3)  (4)  Common stock  Common or common stock  (4)  Common or common stock  (4)	4. Relationsh Person(s) to I (Check X Director X Officer (grittle below) Chief St.  Table I - Non-Derivati  2. Amount of Securities Beneficially Owned (Instr. 4)  14,002.8  4,111,272.88  166,667  for each class of securities beneficially owned of the collection of information to respond unless the form displays a constant of the collection of information to respond unless the form displays a constant of the collection of information to respond unless the form displays a constant of the collection of information to respond unless the form displays a constant of the collection of information to respond unless the form displays a constant of the collection of information to respond unless the form displays a constant of the collection of information to respond unless the form displays a constant of the collection of information to respond unless the form displays a constant of the collection of information to respond unless the form displays a constant of the collection of information to respond unless the form displays a constant of the collection of information to respond unless the form displays a constant of the collection of information to respond unless the form displays a constant of the collection of information to respond unless the form displays a constant of the collection of information to respond unless the form displays a constant of the collection of information to respond unless the form displays a constant of the collection of information to respond unless the form displays a constant of the collection of information to respond unless the form displays a constant of the collection of information to respond to	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X_ Director X_ Officer (give below) Chief Scientific Office  Table I - Non-Derivative Securities  2. Amount of Securities Beneficially Owned (Instr. 4)  2. Amount of Securities Beneficially Owned (Instr. 4)  14,002.8  14,002.8  166,667  I  Tor each class of securities beneficially owned directly or indirect respond to the collection of information contained into respond unless the form displays a currently validation to respond unless the form displays a currently validation of Exercisable and Expiration Date (Month/Day/Year)  Date Expiration Date (Month/Day/Year)  Title  Amount or Number of Shares  4. Conversion or Exercise Price of Derivative Security (Instr. 4)  Amount or Number of Shares  3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)  4. Conversion or Exercise Or Exercise Or Exercise Price of Derivative Security  Amount or Number of Shares  3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)  4. Conversion or Exercise Or	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X_Director X_Officer (give Other (specify ittle below) below) Chief Scientific Officer  2. Amount of Securities Beneficially Owned (Instr. 4)  14,002.8  4,111,272.88  1 See Footn  166,667  1 See Footn  166,667  I See Footn  166,667  I See Footn  17 See Footn  18 See Footn  19 See Footn  10 Securities Beneficially Owned directly or indirectly.  10 Ownership  11 See Footn  12 See Footn  13 See Footn  14 See Footn  15 See Footn  16 Securities beneficially owned directly or indirectly.  17 See Footn  18 See Footn  19 See Footn  10 See Footn  10 See Footn  10 See Footn  10 See Footn  11 See Footn  12 See Footn  13 See Footn  14 See Footn  15 See Footn  16 Securities Underlying Derivative Security (Instr. 4)  17 See Footn  18 See Footn  19 See Footn  19 See Footn  10 See Footn  10 See Footn  10 See Footn  11 See Footn  11 See Footn  12 See Footn  13 See Footn  14 See Footn  15 See Footn  16 See Footn  17 See Footn  18 See Footn  19 See Footn  19 See Footn  10 See Footn  10 See Footn  10 See Footn  10 See Footn  11 See Footn  12 See Footn  13 See Footn  14 See Footn  15 See Footn  16 See Footn  17 See Footn  18 See Footn  19 See Footn  10 See Footn  10 See Footn  10 See Footn  10 See Footn  11 See Footn  11 See Footn  12 See Footn  13 See Footn  14 See Footn  15 See Footn  16 See Footn  17 See Footn  18 See Footn  18 See Footn  19 See Footn  10 See Footn	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X_Director X_Officer (give below) Echief Scientific Officer  Table I - Non-Derivative Securities Beneficially Owned (Instr. 4)  2. Amount of Securities Beneficially Owned (Instr. 4)  3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)  14,002.8  D  4,111,272.88  I See Footnote (1) 166,667  I See Footnote (2)  for each class of securities beneficially owned directly or indirectly.  Tespond to the collection of information contained in this form are to respond unless the form displays a currently valid OMB control  curities Beneficially Owned (e.g., puts, calls, warrants, options, convertible seand Expiration Date (Instr. 4)  Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration Date (Month/Day/Year)  Amount or Number of Shares  (3) (3) Common stock  (4) (4) Common 84,000  S 0,001  D S. If Ament Filed(Month/Electhon)  Form filed  Filed(Month/Electhon)  Filed(Month/Electhon)  Filed(Month/Electhon)  Filed(Month/Electhon)  Filed(Month/Electhon)  Form filed  Form filed

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Mazar Andrew Paul 1000 SKOKIE BLVD SUITE 350 WILMETTE, IL 60091	X	X	Chief Scientific Officer			

#### **Signatures**

/s/ Kim R. Tsuchimoto, Attorney-in-fact	01/08/2018
**Signature of Reporting Person	Date

#### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

  This is based upon the 4,111,272.88 shares of Monopar Common Stock that Tactic Pharma LLC indirectly controls through TacticGem
- (1) LLC. As a manager of Tactic Pharma LLC, Dr. Mazar may be deemed to share voting and dispositive power over these 4,111,272.88 shares. Dr. Mazar 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
- (2) Pharma LLC, Dr. Mazar may be deemed to share voting and dispositive power over these 166,667 shares. Dr. Mazar disclaims beneficial ownership of the 166,667 shares held by Tactic Pharma LLC, except to the extent of his pecuniary interest therein.
  - Reflects the issuance of options to purchase up to 84,000 shares of common stock granted to Dr. Mazar on April 4, 2016 for his services
- (3) as a director and officer of Monopar Therapeutics. The options vested 50% upon grant date, 25% upon the 6-month anniversary of grant date, and 25% upon the 1-year anniversary of grant date. The options each expire on April 3, 2026.
- Reflects the issuance of options to purchase up to 84,000 shares of common stock granted to Dr. Mazar on February 20, 2017 for his
- (4) services as a director and officer of Monopar Therapeutics. The options will vest 6/48ths at the six-month anniversary of grant date and 1/48th per month thereafter. The options each expire on February 19, 2027.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

## MONOPAR THERAPEUTICS INC. CONFIRMING STATEMENT REGARDING AUTHORITY TO EXECUTE SECTION 16(a) REPORTS

This Statement confirms that the undersigned, Andrew Mazar, Ph.D. c/o Monopar Therapeutics Inc., 1000 Skokie Blvd., Suite 350, Wilmette, IL 60091 (the "Insider"), has authorized and designated Kim R. Tsuchimoto and Chandler Robinson of Monopar Therapeutics Inc. (the "Company"), Ashley Graffeo and Robert Rupp, Esq. of Baker & Hostetler LLP, the Company's United States legal counsel, and each of them (each of the foregoing is referred to as an "Authorized Signer") to execute and file on the Insider's behalf a Form ID and any and all Forms 3, 4 and 5 (including any amendments thereto) that the Insider may be required to file with the United States Securities and Exchange Commission under Section 16(a) of the Securities Exchange Act of 1934, as a result of the Insider's ownership of, or transactions in, securities of the Company. The authority of the Authorized Signers under this Confirming Statement shall continue until the Insider is no longer required to file Forms 3, 4 and 5 with regard to the Insider's ownership of, or transactions in, securities of the Company, unless earlier revoked in writing. The Insider acknowledges that none of the Authorized Signers is assuming any of the Insider's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

/s/ Andrew Mazar	
Andrew Mazar, Ph.D.	