

FORM 4

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

| OMB APPROVAL | |
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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

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

(Print or Type Responses)

| | | | | | |
|--|---------|--|---|---|---|
| 1. Name and Address of Reporting Person * Mazar Andrew Paul | | 2. Issuer Name and Ticker or Trading Symbol Monopar Therapeutics [NONE] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Scientific Officer | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 08/09/2018 | | |
| 1000 SKOKIE BLVD SUITE 350 | | | 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 |
| (Street) WILMETTE, IL 60091 | | | | | |
| (City) (State) (Zip) | | | 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 | | | | | | | | 14,002.80 | D | |
| Common stock | | | | | | | | 4,111,272.88 | I | See Footnote (1) (1) |
| Common stock | | | | | | | | 166,667 | I | See Footnote (2) (2) |

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

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 control number. SEC 1474 (9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock options | \$ 6 | 08/09/2018 | | A | 134,300 | 04/01/2019 ⁽³⁾ | 08/08/2028 | Common stock | 134,300 | \$ 0 | 134,300 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | 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 | 09/27/2018 |
| <small>Signature of Reporting Person</small> | <small>Date</small> |

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).

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. 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 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.

(3) Stock options vest 6/51 on the six-month anniversary of vesting commencement date of October 1, 2018 and 1/51 per month thereafter.

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

