

# 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 * <b>Leo Karl</b>		2. Issuer Name and Ticker or Trading Symbol <b>Monopar Therapeutics [MNPR]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) <b>C/O 1000 SKOKIE BLVD, STE 350</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>12/18/2019</b>			
(Street) <b>WILMETTE, IL 60091</b>		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	
(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	12/18/2019		P		156,250	A	\$ 8	156,250	I	See Footnote 1 (1)
Common stock	12/18/2019		P		313.75	A	\$ 8	313.75	D	
Common stock								3,055,394.12	I	See Footnote 2 (2)

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

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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					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leo Karl C/O 1000 SKOKIE BLVD, STE 350 WILMETTE, IL 60091		X		

## Signatures

/s/ Kim R. Tsuchimoto, Attorney-in-fact	12/20/2019
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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).

This is based upon the 156,250 shares of Monopar Common Stock that KWL Investments II, LLC directly owns. As a manager of KWL Investments II, LLC, Mr. Leo may (1) be deemed to share voting and dispositive power over these 156,250 shares. Mr. Leo disclaims beneficial ownership of the 156,250 shares held by KWL Investments II, LLC, except to the extent of his pecuniary interest therein.

Gem Pharmaceuticals LLC ("Gem"), an Alabama limited liability company, has voting and investment power over 3,055,394.12 of the shares of common stock held by TacticGem LLC. Karl Leo is a manager of Gem and along with other managers collectively have voting control over the securities described herein. Pharma Investments (2) LLC ("Pharma") owns a controlling share of Gem and Karl Leo owns a controlling share of Pharma, so Pharma and its controlling shareholders have indirect control over the securities described herein. The managers of Gem and the controlling shareholders of Pharma each disclaim ownership of the shares of common stock owned by Gem, except to the extent of their pecuniary interest therein.

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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