

# **ACHIEVE LIFE SCIENCES, INC.**

Reported by  
**STEWART RICHARD ALISTAIR**

## **FORM 4/A**

(Amended Statement of Changes in Beneficial Ownership)

Filed 08/11/17 for the Period Ending 08/01/17

Address	19820 NORTH CREEK PARKWAY SUITE 201 BOTHELL, WA 98011
Telephone	425-686-1500
CIK	0000949858
Symbol	ACHV
SIC Code	2835 - In Vitro and In Vivo Diagnostic Substances
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

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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

<b>1. Name and Address of Reporting Person *</b>  <b>Stewart Richard Alistair</b>  (Last) (First) (Middle)  <b>19820 NORTH CREEK PARKWAY, SUITE 200</b>  (Street)  <b>BOTHELL, WA 98011</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>ACHIEVE LIFE SCIENCES, INC. [ACHV]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chairman &amp; CEO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>8/1/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  <p align="center"><b>8/3/2017</b></p>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	8/1/2017		A		1950309 <u>(1)</u>	A	<u>(1)</u>	1950309	D	
Common Stock	8/1/2017		A		71861 <u>(2)</u>	A	<u>(2)</u>	71861	I	By Spouse
Common Stock	8/1/2017		A		176418 <u>(3)</u>	A	<u>(3)</u>	176418	I	By Ricanto Limited <u>(4)</u>

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) This amended Form 4 is filed to correct the number of common shares received in exchange for 5,428 common shares of Achieve Life Science, Inc. ("Achieve") pursuant to the merger between OncoGenex Pharmaceuticals, Inc. ("OncoGenex") and Achieve (the "Merger"). On the effective date of the Merger, the closing price of Achieve's common stock was \$4.576 per share, representing a closing price of \$0.416 per share of OncoGenex's common stock as adjusted to reflect an 11-for-1 reverse stock split effected on August 1, 2017 (the "Reverse Stock Split").
- (2) This amended Form 4 is filed to correct the number of common shares received in exchange for 200 common shares of Achieve pursuant to the Merger. On the effective date of the Merger, the closing price of Achieve's common stock was \$4.576 per share, representing a closing price of \$0.416 per share of OncoGenex's common stock as adjusted to reflect the Reverse Stock Split.
- (3) This amended Form 4 is filed to include the number of common shares received in exchange for 491 common shares of Achieve pursuant to the Merger. On the effective date of the Merger, the closing price of Achieve's common stock was \$4.576 per share, representing a closing price of \$0.416 per share of OncoGenex's common stock as adjusted to reflect the Reverse Stock Split.
- (4) The reporting holder is a principal owner of Ricanto Limited.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Stewart Richard Alistair 19820 NORTH CREEK PARKWAY SUITE 200 BOTHELL, WA 98011</b>	<b>X</b>		<b>Chairman &amp; CEO</b>	

**Signatures**

**Sandra Thomson attorney-in-fact for Richard Stewart**

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**8/11/2017**

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\*\*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.

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