

ACHIEVE LIFE SCIENCES, INC.

Reported by
BENCICH JOHN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/03/17 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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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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Bencich John		ACHIEVE LIFE SCIENCES, INC. [ACHV]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CFO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
19820 NORTH CREEK PARKWAY, SUITE 201		8/1/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
BOTHELL, WA 98011				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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								1053 (1)	D	

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 Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit (RSU)	(2)	8/1/2017		A		54800		(3)	8/1/2021	Common Stock	54800	\$0.00	54800	D	
Stock Option (right to buy)	\$4.57	8/1/2017		A		274000		(4)	8/1/2027	Common Stock	274000	\$0.00	274000	D	
Stock Option (right to buy)	\$34.87 (1)							(5)	8/12/2024	Common Stock	3636 (1)		3636	D	
Restricted Stock Unit (RSU)	(2)							(6)	8/12/2018	Common Stock	909 (1)		909	D	
Stock Option (right to buy)	\$20.46 (1)							(7)	5/19/2025	Common Stock	2272 (1)		2272	D	
Restricted Stock Unit (RSU)	(2)							(8)	5/19/2019	Common Stock	568 (1)		568	D	

Explanation of Responses:

- Reflects the 1-for-11 reverse stock split following the merger between OncoGenex Pharmaceuticals, Inc. and Achieve Life Science, Inc.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of the issuer's common stock at settlement.
- Pursuant to the terms of the RSU, 25% of the total shares underlying the RSU vest annually on the later of (i) each anniversary of August 1, 2017 and (ii) the first day thereafter during which the issuer's trading window is open.
- The options vest as to 25% on August 1, 2018 and thereafter in monthly installments over 36 months.
- The options vest in monthly installments over 48 months commencing one month from August 12, 2014.
- Pursuant to the terms of the RSU, 25% of the total shares underlying the RSU vest annually on the later of (i) each anniversary of August 12, 2014 and (ii) the first day thereafter during which the issuer's trading window is open.
- The options vest in monthly installments over 48 months commencing one month from January 1, 2015
- Pursuant to the terms of the RSU, 25% of the total shares underlying the RSU vest annually on the later of (i) each anniversary of January 1, 2015 and (ii) the first day thereafter during which the issuer's trading window is open.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bencich John 19820 NORTH CREEK PARKWAY SUITE 201 BOTHELL, WA 98011			CFO	

Signatures

Sandra Thomson as attorney-in-fact for John Bencich

8/3/2017

—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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