

# **ACHIEVE LIFE SCIENCES, INC.**

Reported by  
**JACOBS CINDY**

## **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

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

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)		
<b>JACOBS CINDY</b>			<b>ACHIEVE LIFE SCIENCES, INC. [ACHV]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP, CMO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>19820 NORTH CREEK PARKWAY, SUITE 201</b>			<b>8/1/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>BOTHELL, WA 98011</b>						<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								7975 (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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit (RSU)	(2)	8/1/2017		A		54800	(3)	8/1/2021 (4)	Common Stock	54800	\$0.00	54800	D	
Stock Option (right to buy)	\$4.57	8/1/2017		A		274000	(5)	8/1/2027	Common Stock	274000	\$0.00	274000	D	
Stock Option (right to buy)	\$245.08 (1)						(6)	12/31/2019	Common Stock	1090 (1)		1090	D	
Stock Option (right to buy)	\$175.67 (1)						(6)	12/14/2020	Common Stock	1818 (1)		1818	D	
Stock Option (right to buy)	\$143.00 (1)						(6)	5/8/2022	Common Stock	1363 (1)		1363	D	
Stock Option (right to buy)	\$131.45 (1)						(6)	3/12/2023	Common Stock	1818 (1)		1818	D	
Stock Option (right to buy)	\$129.69 (1)						(7)	3/14/2024	Common Stock	2272 (1)		2272	D	
Stock Option (right to buy)	\$20.46 (1)						(8)	5/19/2025	Common Stock	3409 (1)		3409	D	
Restricted Stock Unit (RSU)	(2)						(9)	4/1/2018	Common Stock	284 (1)		284	D	
Restricted Stock Unit (RSU)	(2)						(10)	6/12/2018	Common Stock	454 (1)		454	D	
Restricted Stock Unit (RSU)	(2)						(11)	5/19/2019	Common Stock	852 (1)		852	D	

### Explanation of Responses:

- Reflects the 11-for-1 reverse stock split effected on August 1, 2017 immediately following the merger between OncoGenex Pharmaceuticals, Inc. and Achieve Life Science, Inc.
- Each 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 RSUs expire 30 days from the date they vest.

