

ACHIEVE LIFE SCIENCES, INC.

Reported by
CORMACK SCOTT DANIEL

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 BOTHHELL, 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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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)		
Cormack Scott Daniel			ACHIEVE LIFE SCIENCES, INC. [ACHV]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
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		
(City)	(State)	(Zip)				<input type="checkbox"/> Form filed by More than One Reporting Person		

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		M		3125	A	\$0.00	16302	D	
Common Stock	8/1/2017		M		1590	A	\$0.00	9685	I	By Spouse

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		M		568	(3)	4/13/2018	Common Stock	568 (4)	\$0.00	0	D		
Restricted Stock Unit (RSU)	(2)	8/1/2017		M		1705	(3)	6/18/2019	Common Stock	1705 (4)	\$0.00	0	D		
Restricted Stock Unit (RSU)	(2)	8/1/2017		M		852	(3)	6/12/2018	Common Stock	852 (4)	\$0.00	0	D		
Restricted Stock Unit (RSU)	(2)	8/1/2017		M		284	(5)	4/13/2018	Common Stock	284 (4)	\$0.00	0	I	By Spouse	
Restricted Stock Unit (RSU)	(2)	8/1/2017		M		852	(5)	6/18/2019	Common Stock	852 (4)	\$0.00	0	I	By Spouse	
Restricted Stock Unit (RSU)	(2)	8/1/2017		M		454	(5)	6/12/2018	Common Stock	454 (4)	\$0.00	0	I	By Spouse	
Stock Option (right to buy)	\$4.57	8/1/2017		A		11000		8/1/2018 8/1/2027	Common Stock	11000	\$0.00	11000	D		
Stock Option (right to buy)	\$245.08 (4)							(3) 12/31/2019	Common Stock	2272 (4)		2272	D		
Stock Option (right to buy)	\$175.67 (4)							(3) 12/14/2020	Common Stock	3636 (4)		3636	D		
Stock Option (right to buy)	\$143.00 (4)							(3) 5/8/2022	Common Stock	3409 (4)		3409	D		
Stock Option (right to buy)	\$131.45 (4)							(3) 3/12/2023	Common Stock	3409 (4)		3409	D		
Stock Option (right to buy)	\$129.69 (4)							(3) 3/14/2024	Common Stock	4545 (4)		4545	D		
Stock Option (right to buy)	\$20.46 (4)							(3) 5/19/2025	Common Stock	6818 (4)		6818	D		
Stock Option (right to buy)	\$156.20 (4)							(5) 6/8/2020	Common Stock	318 (4)		318	I	By Spouse	
Stock Option (right to buy)	\$185.13 (4)							(5) 1/3/2021	Common Stock	3181 (4)		3181	I	By Spouse	
Stock Option (right to buy)	\$143.00 (4)							(5) 5/8/2022	Common Stock	1363 (4)		1363	I	By Spouse	

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				
Stock Option (right to buy)	\$131.45 (4)							(5)	3/12/2023	Common Stock	1818 (4)		1818	I	By Spouse
Stock Option (right to buy)	\$129.69 (4)							(4)	3/14/2024	Common Stock	2272 (4)		2272	I	By Spouse
Stock Option (right to buy)	\$20.46 (4)							(5)	5/19/2015	Common Stock	3409 (4)		3409	I	By Spouse

Explanation of Responses:

- (1) Represents shares of common stock acquired upon settlement of the restricted stock units ("RSUs") listed in Table II. On August 1, 2017, the effective date of the merger between OncoGenex Pharmaceuticals, Inc. and Achieve Life Science, Inc. (the "Merger"), the closing price of Achieve Life Sciences, Inc.'s common stock was \$4.576 per share, representing a closing price of \$0.416 per share of Oncogenex common stock as adjusted to reflect an 11-to-1 reverse stock split effected on August 1, 2017 (the "Reverse Stock Split").
- (2) Each RSU represents a contingent right to receive one share of the issuer's common stock at settlement.
- (3) Pursuant to the terms of the reporting holder's employment agreement, the RSUs immediately vested in full on August 1, 2017, in connection with the consummation of the Merger.
- (4) Reflects the Reverse Stock Split.
- (5) Pursuant to the terms of the reporting holder's spouse's consulting agreement, the RSU immediately vested on August 1, 2017, in connection with the consummation of the Merger.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cormack Scott Daniel 19820 NORTH CREEK PARKWAY SUITE 201 BOTHHELL, WA 98011	X			

Signatures

Sandra Thomson as attorney-in-fact for Scott Cormack

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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