

ACHIEVE LIFE SCIENCES, INC.

Reported by
MATTINGLY MARTIN A

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

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)	
MATTINGLY MARTIN A		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								954 (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				
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)	\$156.20 (1)							(2)	6/8/2020	Common Stock	500 (1)		500	D	
Stock Option (right to buy)	\$196.02 (1)							(2)	5/26/2021	Common Stock	318 (1)		318	D	
Stock Option (right to buy)	\$138.16 (1)							(2)	5/31/2022	Common Stock	363 (1)		363	D	
Stock Option (right to buy)	\$118.03 (1)							(2)	5/24/2023	Common Stock	454 (1)		454	D	
Stock Option (right to buy)	\$39.82 (1)							(2)	6/5/2024	Common Stock	454 (1)		454	D	
Stock Option (right to buy)	\$20.79 (1)							(2)	5/21/2025	Common Stock	454 (1)		454	D	
Stock Option (right to buy)	\$11.00 (1)							(2)	5/26/2026	Common Stock	2045 (1)		2045	D	

Explanation of Responses:

- (1) 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.
- (2) The options are fully vested and exercisable.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTINGLY MARTIN A 19820 NORTH CREEK PARKWAY SUITE 201 BOTHELL, WA 98011	X			

