

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

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* <u>HealthCare Ventures VIII, L.P.</u> (Last) (First) (Middle) C/O LEAP THERAPEUTICS, INC. 47 THORNDIKE STREET SUITE B1-1 (Street) CAMBRIDGE MA 02141 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LEAP THERAPEUTICS, INC. [LPTX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/28/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	12/28/2020		j ⁽¹⁾ (2)(3)		2,618,406	D	\$0	0	D ⁽⁴⁾ (5)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
HealthCare Ventures VIII, L.P.
 (Last) (First) (Middle)
 C/O LEAP THERAPEUTICS, INC.
 47 THORNDIKE STREET SUITE B1-1
 (Street)
 CAMBRIDGE MA 02141
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
HealthCare Partners VIII, LLC
 (Last) (First) (Middle)
 C/O LEAP THERAPEUTICS, INC.
 47 THORNDIKE STREET SUITE B1-1
 (Street)
 CAMBRIDGE MA 02141
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
HealthCare Partners VIII, L.P.
 (Last) (First) (Middle)
 C/O LEAP THERAPEUTICS, INC.
 47 THORNDIKE STREET SUITE B1-1

(Street)	CAMBRIDGE	MA	02141
(City)		(State)	(Zip)

Explanation of Responses:

1. On December 28, 2020, HealthCare Ventures VIII, L.P. ("HCV VIII") transferred, for no consideration, all 2,618,406 shares it held (the "Transfer") to HCV VIII Liquidating Trust (the "Trust"). The Transfer was effected in connection with the process of winding-down, liquidating and dissolving HCV VIII. HCV VIII is a venture capital fund with a standard 10-year term. In accordance with the limited partnership agreement of HCV VIII, that term was previously extended for consecutive one-year periods, and the fund is currently in liquidation. The general partner of HCV VIII has begun taking the requisite steps to wind-up, liquidate and dissolve HCV VIII.
2. The general partner of HCV VIII has made the decision not to distribute to the partners of HCV VIII any of the 2,618,406 shares held by HCV VIII at this time. Instead, the general partner of HCV VIII has decided to transfer all of such 2,618,406 shares to the Trust, a liquidating trust that will be managed by Augustine Lawlor, as trustee. Mr. Lawlor is one of the Managing Directors of the general partner of HCV VIII. The Trust will hold all of the 2,618,406 shares transferred to it pursuant to the Transfer until such time as the trustee of the Trust determines in his discretion to either sell such shares or distribute such shares to the former partners of HCV VIII for no consideration and on a pro rata basis in accordance with the limited partnership agreement of HCV VIII.
3. For so long as the Trust owns such shares, the trustee of the Trust shall have the power to cause the Trust to exercise its voting rights as the record or beneficial owner of such shares in such manner as the trustee shall determine in his discretion.
4. All 2,618,406 shares were held of record by HCV VIII. Christopher K. Mirabelli, James H. Cavanaugh, John W. Littlechild, Harold Werner and Augustine Lawlor (collectively, the "HCVVIII Directors") are the Managing Directors of HealthCare Partners VIII, LLC ("HCPVIII LLC"), which is the General Partner of HealthCare Partners, VIII, L.P. ("HCPVIII"), which is the General Partner of HCV VIII. Each of the HCVVIII Directors, HCPVIII LLC and HCPVIII indirectly beneficially owned and shared voting and dispositive power with respect to all of the securities owned by HCV VIII, and disclaimed beneficial ownership of these shares except to the extent of his or its proportionate pecuniary interest therein.
5. Following the Transfer, each of the HCVVIII Directors, HCPVIII LLC and HCPVIII will maintain the same proportionate pecuniary interest in the 2,618,406 shares held by the Trust as the proportionate pecuniary interest each such person and entity maintained in those shares when they were held by HCV VIII, and likewise disclaims beneficial ownership of such shares as held by the Trust, except to the extent of his or its proportionate pecuniary interest therein.

/s/ Jeffrey Steinberg as
Administrative Officer of
HealthCare Partners VIII,
LLC 12/30/2020

/s/ Jeffrey Steinberg as
Administrative Officer for
HealthCare Partners VIII,
LLC, the General Partner of
HealthCare Partners VIII, L.P. 12/30/2020

/s/ Jeffrey Steinberg as
Administrative Officer for
HealthCare Partners VIII,
LLC, the General Partner of
HealthCare Partners VIII, L.P.,
the General Partner of
HealthCare Ventures VIII, L.P. 12/30/2020

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.