

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>LAWLOR AUGUSTINE</u>  (Last) (First) (Middle) <u>C/O LEAP THERAPEUTICS, INC.</u> <u>47 THORNDIKE STREET SUITE B1-1</u>  (Street) <u>CAMBRIDGE MA 02141</u>  (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) <input checked="" type="checkbox"/> Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant (Right to Buy)	\$1.95	02/09/2021		J <sup>(1)(2)</sup>		571,428		02/05/2019	02/05/2026	Common Stock, \$0.001 par value per share	571,428	(3)	0	I	See footnote <sup>(2)</sup>
Warrant (Right to Buy)	\$1.95	02/09/2021		F <sup>(1)</sup>		11,544		02/05/2019	02/05/2026	Common Stock, \$0.001 par value per share	11,544	(3)	11,544	I	See footnote <sup>(4)</sup>

**Explanation of Responses:**

- On February 9, 2020, HealthCare Ventures IX, L.P. ("HCPIX") transferred, for no consideration, all 571,428 warrants to purchase common stock it held (the "Transfer") to the limited partners of HCPIX on a pro rata basis. The term of HCPIX expired on December 31, 2020, at which time HCPIX entered into liquidation. The process of liquidating HCPIX, including the distribution of marketable and non-marketable securities, has commenced in 2021, and HealthCare Partners IX, L.P. ("HCPPIX"), the General Partner of HCPIX, as liquidator, will use its best efforts to complete the orderly liquidation of HCPIX.
- These warrants were owned directly by HCPIX. Christopher K. Mirabelli, Douglas E. Onsi and Augustine Lawlor (collectively, the "HCPIX Directors") are the Managing Directors of HealthCare Partners IX, LLC ("HCPPIX LLC"), which is the General Partner of HCPPIX, which is the General Partner of HCPIX. Each of the HCPIX Directors, HCPPIX LLC and HCPPIX indirectly beneficially owns and shares voting and dispositive power with respect to all of the securities owned by HCPIX, and each disclaimed beneficial ownership of the warrants except to the extent of his or its proportionate pecuniary interest therein.
- The warrants were acquired in connection with the purchase of an equal number of shares of common stock by HCPIX on February 5, 2019 for \$1.75 per share. Each such purchased share of common stock was issued with a warrant to purchase one share of common stock. HCPIX will continue to hold 4,144,804 shares of common stock following the Transfer.
- These warrants were acquired by Nine Capital Partners, LLC ("Nine Capital Partners"), a limited partner of HCPIX, in connection with the Transfer. The reporting person is a member of Nine Capital Partners and may be deemed to indirectly beneficially own and share voting and dispositive power with respect to all securities held by Nine Capital Partners. The reporting person disclaims beneficial ownership of the warrants except to the extent of his proportionate pecuniary interest therein.

/s/ Douglas E. Onsi, as  
Attorney-In-Fact for Augustine 02/12/2021  
Lawlor

\*\* 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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