

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>Baum Jason</u> (Last) (First) (Middle) <u>C/O LEAP THERAPEUTICS, INC.</u> <u>47 THORNDIKE STREET, SUITE</u> <u>B1-1</u> (Street) <u>CAMBRIDGE MA 02141</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/01/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>LEAP THERAPEUTICS, INC. [LPTX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) _____ <u>Chief Scientific Officer</u>	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy)	(1)	08/10/2030	Common Stock	75,000	1.97	D	
Employee Stock Option (Right to Buy)	(2)	01/26/2031	Common Stock	50,000	2.57	D	
Employee Stock Option (Right to Buy)	(3)	05/26/2031	Common Stock	30,000	1.62	D	
Employee Stock Option (Right to Buy)	(4)	09/01/2032	Common Stock	200,000	1.43	D	
Restricted Stock Units	(5)	(5)	Common Stock	225,000	0 ⁽⁶⁾	D	
Employee Stock Option (Right to Buy)	(7)	03/31/2033	Common Stock	500,000	0.34	D	

Explanation of Responses:

- The Option was granted on August 10, 2020 pursuant to Leap's 2016 Equity Incentive Plan. By its terms, the Option became vested and exercisable for 25% of the shares underlying the Option on August 10, 2021 and vests and becomes exercisable for the remaining shares in a series of 36 equal monthly installments thereafter for so long as the reporting person continues to be employed by or provides service to the Company.
- The Option was granted on January 26, 2021 pursuant to Leap's 2016 Equity Incentive Plan. By its terms, the Option vests and becomes exercisable for the shares underlying the Option in a series of 36 equal monthly installments for so long as the reporting person continues to be employed by or provides service to the Company, with the first of such monthly installments having become vested on February 26, 2021.
- The Option was granted on May 26, 2021 pursuant to Leap's 2016 Equity Incentive Plan. By its terms, the Option vests and becomes exercisable for the shares underlying the Option in a series of 36 equal monthly installments for so long as the reporting person continues to be employed by or provides service to the Company, with the first of such monthly installments having become vested on June 26, 2021.
- The Option was granted on September 1, 2022 pursuant to Leap's 2022 Equity Incentive Plan. By its terms, the Option vests and becomes exercisable for the shares underlying the Option in a series of 36 equal monthly installments for so long as the reporting person continues to be employed by or provides service to the Company, with the first of such monthly installments having become vested on October 1, 2022.
- The Restricted Stock Units were granted on January 31, 2022 pursuant to Leap's 2016 Equity Incentive Plan and will cliff vest and be settled after three years of continuous service or upon a change of control of Leap, whichever is earlier.
- No consideration was or will be paid or provided by the reporting person in connection with the grant or award of the Restricted Stock Units or the issuance of the shares of Common Stock underlying the Restricted Stock Units upon settlement thereof.
- The Option was granted on March 31, 2023 pursuant to Leap's 2016 Equity Incentive Plan. By its terms, the Option vests and becomes exercisable for the shares underlying the

Option in a series of 36 equal monthly installments for so long as the reporting person continues to be employed by or provides service to the Company, with the first of such monthly installments vesting on April 30, 2023.

Remarks:

Exhibit 24.1 Power of Attorney

/s/ Douglas E. Onsi as
attorney-in-fact for Jason 04/03/2023
Baum

** 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 5 (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.

LEAP THERAPEUTICS, INC.

POWER OF ATTORNEY

Know all by these present, that the undersigned hereby constitutes and appoints each of Christopher Mirabelli and Douglas E. Onsi with full power of substitution, the undersigned's true and lawful attorney-in-fact to, with respect to Leap Therapeutics, Inc., a Delaware corporation (the "Company"):

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
- (2) execute, for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or more than 10% stockholder, if applicable, of any HealthCare Pharmaceutical affiliate company, 3, 4, and 5 as well as 13(g) and 13(d) filings, in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, and 13(g) and 13(d), complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact. This Power of Attorney supersedes any prior power of attorney granted by the undersigned with respect to Forms 3, 4, and 5, and 13(g) and 13(d) with respect to the Company's securities.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of April, 2023.

/s/ Jason Baum

Jason Baum
