

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

<b>OMB APPROVAL</b>	
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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>Mashiach Nissim</u>  (Last) (First) (Middle) C/O LEAP THERAPEUTICS, INC. 47 THORNDIKE STREET SUITE B1-1  (Street) CAMBRIDGE MA 02141  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/23/2017	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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	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 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)
Common Stock	0	D	

**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				
Common Stock (Right to Buy)	(1)(2)(3)	(1)(2)(3)	Common Stock, par value \$0.001 per share	104,011	17.96	D
Common Stock (Right to Buy)	(1)(2)(4)	(1)(2)(4)	Common Stock, par value \$0.001 per share	52,005	88.37	D
Common Stock (Right to Buy)	(1)(2)(5)	(1)(2)(5)	Common Stock, par value \$0.001 per share	27,225	8.43	D

**Explanation of Responses:**

- The Reporting Person was initially granted an option to purchase shares of Macrocore Ltd., a company formed under the laws of the State of Israel and registered under No. 514083765 with the Israeli Registrar of Companies ("Macrocore") ordinary shares, par value NIS 0.01 per share, pursuant to the Macrocore 2008 Stock Option Plan (the "2008 Plan") and the Macrocore 2013 Share Incentive Plan (the "2013 Plan"). On January 23, 2017, pursuant to that certain Agreement and Plan of Merger, dated as of August 29, 2016, by and among the Issuer, Macrocore, and M-CO Merger Sub Ltd., a company formed under the laws of the State of Israel and registered under No. 515506855 with the Israeli Registrar of Companies and a wholly-owned subsidiary of the Issuer (as amended and in effect from time to time, the "Merger Agreement"), (i) M-CO Merger Sub Ltd. merged with and into Macrocore and Macrocore became a wholly-owned subsidiary of the Issuer (the "Merger"), and
- (ii) Leap assumed the 2013 Plan, the 2008 Plan and all stock options outstanding under each of the 2013 Plan and the 2008 Plan immediately prior to the consummation of the Merger. By virtue of the terms of the Merger Agreement and the 2013 Plan or the 2008 Plan, as applicable, each stock option outstanding under the 2013 Plan or the 2008 Plan, as applicable, immediately prior to the consummation of the Merger was automatically converted into a stock option exercisable for shares of the Issuer's common stock calculated based on the exchange ratio used to convert outstanding Macrocore ordinary shares into shares of the Issuer's common stock pursuant to the Merger and the Merger Agreement (the "Exchange Ratio"), and the exercise price per share of such outstanding stock option was appropriately adjusted automatically to reflect the Exchange Ratio.
- The option is fully vested and will expire on January 22, 2025.
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**Remarks:**

Exhibit 24.1 Power of Attorney

/s/ Douglas E. Onsi as attorney-in-fact for Nissim Mashiach 01/23/2017

\*\* 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 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, Augustine Lawlor and Douglas 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, Forms 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.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of January, 2017.

/s/ Nissim Mashiach  
Nissim Mashiach

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