

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>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. Date of Event Requiring Statement (Month/Day/Year) 01/20/2017	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) Director <input checked="" type="checkbox"/> 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) Form filed by One Reporting Person <input checked="" 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)
Common Stock	2,618,406	D ⁽¹⁾	

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				

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, 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)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>WERNER HAROLD R</u>		
(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. 2,618,406 shares are held of record by HealthCare Ventures VIII, L.P. 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 HealthCare Ventures VIII, L.P. Each of the HCVVIII Directors, including Harold Werner, HCPVIII LLC and HCPVIII indirectly beneficially own and share voting and dispositive power with respect to all of the securities owned by HealthCare Ventures VIII, L.P and disclaims beneficial ownership of these shares except to the extent of his or its proportionate pecuniary interest in these securities.

/s/ Jeffrey Steinberg as
Administrative Officer for 01/23/2017
HealthCare Partners VIII, LLC

/s/ Jeffrey Steinberg as
Administrative Officer for
HealthCare Partners VIII, LLC, 01/23/2017
the General Partner of
HealthCare Partners VIII, L.P.

/s/ Jeffrey Steinberg as
Administrative Officer for
HealthCare Partners VIII, LLC,
the General Partner of 01/23/2017
HealthCare Partners VIII, L.P.,
the General Partner of
HealthCare Ventures VIII, L.P.

/s/ Jeffrey Steinberg as
attorney-in-fact for Harold 01/23/2017
Werner

** 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.