

☐ 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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Wertheimer Samuel P</u> (Last) (First) (Middle) <u>C/O APEXIGEN, INC.</u> <u>900 INDUSTRIAL ROAD, SUITE C</u> (Street) <u>SAN CARLOS CA 94070</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Apexigen, Inc. [APGN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/23/2023</u>	
	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 Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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	08/23/2023		D		146,383	D	(1)	0	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$2.65	08/23/2023		D		100,000	(2)	09/29/2032	Common Stock	100,000	(2)	0	D	
Warrants (right to buy)	\$11.5	08/23/2023		D		12,383	(3)	07/29/2027	Common Stock	12,383	(3)	0	D	
Warrants (right to buy)	\$1.75	08/23/2023		D		1,845	(4)	08/21/2028	Common Stock	1,845	(4)	0	D	

Explanation of Responses:

1. Pursuant to an Agreement and Plan of Merger, dated as of May 23, 2023 (the "Merger Agreement"), by and among the Issuer, Pyxis Oncology, Inc. ("Pyxis"), and Ascent Merger Sub Corp., at the effective time of the merger (the "Effective Time"), each share of Issuer common stock was exchanged for 0.1725 shares of Pyxis common stock and rounded down to the nearest whole share.
2. The shares subject to the option vest in three equal annual installments beginning on July 29, 2023. Pursuant to the Merger Agreement, at the Effective Time, the option was assumed by Pyxis and converted into an option to purchase 17,250 shares of Pyxis common stock at an exercise price of \$15.37 per share. In accordance with the reporting person's equity award agreement, vesting of the unvested shares underlying the option accelerated in full at the Effective Time.
3. The shares underlying the warrant are immediately exercisable. Pursuant to the Merger Agreement, at the Effective Time, the warrant was assumed by Pyxis and converted into a warrant to purchase 2,136 shares of Pyxis common stock at an exercise price of \$66.67 per share.
4. The shares underlying the warrant are immediately exercisable. Pursuant to the Merger Agreement, at the Effective Time, the warrant was assumed by Pyxis and converted into a warrant to purchase 318 shares of Pyxis common stock at an exercise price of \$10.15 per share.

Remarks:

/s/ Francis Sarena, by power of attorney 08/25/2023
** 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.