

| OMB APPROVAL | |
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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

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

| | | | | | | |
|--|---------|----------|---|--|--|--|
| 1. Name and Address of Reporting Person* VINCENT RICHARD G | | | 2. Issuer Name and Ticker or Trading Symbol Oncternal Therapeutics, Inc. [ONCT] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> Chief Financial Officer | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 10/02/2023 | | 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 | |
| 12230 EL CAMINO REAL, SUITE 230 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | |
| (Street) | (City) | (State) | (Zip) | 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 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 | | | | |
| Stock Option | \$5.76 | 10/02/2023 | | D | | | 75,000 | (1) | 09/12/2029 | Common Stock | 75,000 | (2) | 0 | D | |
| Stock Option | \$3.33 | 10/02/2023 | | D | | | 35,120 | (1) | 03/17/2030 | Common Stock | 35,120 | (2) | 0 | D | |
| Stock Option | \$7.05 | 10/02/2023 | | D | | | 280,000 | (3) | 02/11/2031 | Common Stock | 280,000 | (2) | 0 | D | |
| Stock Option | \$1.94 | 10/02/2023 | | D | | | 109,579 | (4) | 01/20/2032 | Common Stock | 109,579 | (2) | 0 | D | |
| Stock Option | \$1.04 | 10/02/2023 | | D | | | 28,750 | (5) | 07/28/2032 | Common Stock | 28,750 | (2) | 0 | D | |
| Stock Option | \$0.96 | 10/02/2023 | | D | | | 210,000 | (6) | 02/21/2033 | Common Stock | 210,000 | (2) | 0 | D | |
| Stock Option | \$0.31 ⁽⁷⁾ | 10/02/2023 | | A | | 75,000 | | (1) | 09/12/2029 | Common Stock | 75,000 | (2) | 75,000 | D | |
| Stock Option | \$0.31 ⁽⁷⁾ | 10/02/2023 | | A | | 35,120 | | (1) | 03/17/2030 | Common Stock | 35,120 | (2) | 35,120 | D | |
| Stock Option | \$0.31 ⁽⁷⁾ | 10/02/2023 | | A | | 280,000 | | (3) | 02/11/2031 | Common Stock | 280,000 | (2) | 280,000 | D | |
| Stock Option | \$0.31 ⁽⁸⁾ | 10/02/2023 | | A | | 109,597 | | (4) | 01/20/2032 | Common Stock | 109,597 | (2) | 109,597 | D | |
| Stock Option | \$0.31 ⁽⁸⁾ | 10/02/2023 | | A | | 28,750 | | (5) | 07/28/2032 | Common Stock | 28,750 | (2) | 28,750 | D | |
| Stock Option | \$0.31 ⁽⁸⁾ | 10/02/2023 | | A | | 210,000 | | (6) | 02/21/2033 | Common Stock | 210,000 | (2) | 210,000 | D | |

Explanation of Responses:

- The shares subject to the option (the "Option Shares") are fully vested.
- On October 2, 2023, the Issuer repriced the option. Except as described further in footnotes 7 and 8, all other terms of the option remain unchanged.
- 25% of the Option Shares vested on February 11, 2022, and the remaining Option Shares vest in 36 equal monthly installments thereafter, subject to the recipient's continued service.
- 25% of the Option Shares vested on January 20, 2023, and the remaining Option Shares vest in 36 equal monthly installments thereafter, subject to the recipient's continued service.
- 50% of the Option Shares vested on July 3, 2023, and 50% of the Option Shares vest on January 3, 2024, subject to the recipient's continued service. All of the Option Shares vest in the event of a Change in Control (as defined in the Issuer's 2019 Incentive Award Plan).
- 25% of the Option Shares vest on February 21, 2024, and the remaining Option Shares vest in 36 equal monthly installments thereafter, subject to the recipient's continued service.
- The exercise price of the option is \$0.31 per share, representing the fair market value per share of the common stock on the grant date; provided that the exercise price will be increased to the original exercise price before repricing if, prior to October 2, 2024: (i) recipient's employment or service terminates, other than due to death, disability, or circumstances giving rise to severance under the recipient's employment agreement (a "Qualifying Termination"); or (ii) the option is exercised.
- The exercise price of the option is \$0.31 per share, representing the fair market value per share of the common stock on the grant date; provided that the exercise price will be increased to the original exercise price before repricing if, prior to April 2, 2025: (i) recipient's employment or service terminates, other than due to a Qualifying Termination; or (ii) the option is exercised.

Remarks:

/s/Chase C. Leavitt, Attorney-in-fact 10/04/2023

** 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.

