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| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person *<br><u>Fletcher Aaron G.L.</u><br><hr/> (Last) (First) (Middle)<br><u>C/O LANTERN PHARMA INC.</u><br><u>1920 MCKINNEY AVENUE, 7TH FLOOR</u><br><hr/> (Street)<br><u>DALLAS TX 75201</u><br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Lantern Pharma Inc. [ LTRN ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/29/2023</u>              |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                           | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person    |

**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                    | 11/29/2023                           |  | S                              |   | 53,640  | D          | \$3.44 | 217,553   | I  | By Bios Fund I QP, LP <sup>(1)(2)(3)(4)</sup>         |
| Common Stock                    | 11/29/2023                           |  | S                              |   | 91,708  | D          | \$3.44 | 371,950   | I  | By Bios Fund I, LP <sup>(1)(2)(3)(4)</sup>            |
| Common Stock                    |                                      |  |                                |   |   |            |        | 71,774  | I  | By Bios Fund II NT, LP <sup>(2)(3)(4)</sup>           |
| Common Stock                    |                                      |  |                                |   |   |            |        | 536,163   | I  | By Bios Fund II QP, LP <sup>(2)(3)(4)</sup>           |
| Common Stock                    |                                      |  |                                |   |   |            |        | 164,137   | I  | By Bios Fund II, LP <sup>(2)(3)(4)</sup>              |
| Common Stock                    |                                      |  |                                |   |   |            |        | 26,093  | I  | By BP Directors, LP <sup>(2)(3)(4)</sup>              |

**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 |   |  |  |   |  |
|  |  |                                      |  |                                |   |  |     |  |                 |   |  |  |   |  |

1. Name and Address of Reporting Person \*

[Fletcher Aaron G.L.](#)

(Last) (First) (Middle)

C/O LANTERN PHARMA INC.  
1920 MCKINNEY AVENUE, 7TH FLOOR

(Street)

DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[BIOS Fund I, LP](#)

(Last) (First) (Middle)

C/O LANTERN PHARMA INC.  
1920 MCKINNEY AVENUE, 7TH FLOOR

(Street)

DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[BIOS Fund I QP, LP](#)

(Last) (First) (Middle)

C/O LANTERN PHARMA INC.  
1920 MCKINNEY AVENUE, 7TH FLOOR

(Street)

DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[BIOS Fund II, LP](#)

(Last) (First) (Middle)

C/O LANTERN PHARMA INC.  
1920 MCKINNEY AVENUE, 7TH FLOOR

(Street)

DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[BIOS Fund II QP, LP](#)

(Last) (First) (Middle)

C/O LANTERN PHARMA INC.  
1920 MCKINNEY AVENUE, 7TH FLOOR

(Street)

DALLAS TX 75201

(City) (State) (Zip)

|  |         |          |
|--|---------|----------|
| 1. Name and Address of Reporting Person *                  |         |          |
| <a href="#">BIOS Fund II NT, LP</a>                        |         |          |
| (Last)   | (First) | (Middle) |
| C/O LANTERN PHARMA INC.<br>1920 MCKINNEY AVENUE, 7TH FLOOR |         |          |
| (Street)   |         |          |
| DALLAS   | TX      | 75201    |
| (City) (State) (Zip)                                       |         |          |
| 1. Name and Address of Reporting Person *                  |         |          |
| <a href="#">Bios Equity Partners, LP</a>                   |         |          |
| (Last)   | (First) | (Middle) |
| C/O LANTERN PHARMA INC.<br>1920 MCKINNEY AVENUE, 7TH FLOOR |         |          |
| (Street)   |         |          |
| DALLAS   | TX      | 75201    |
| (City) (State) (Zip)                                       |         |          |
| 1. Name and Address of Reporting Person *                  |         |          |
| <a href="#">Bios Equity Partners II, LP</a>                |         |          |
| (Last)   | (First) | (Middle) |
| C/O LANTERN PHARMA INC.<br>1920 MCKINNEY AVENUE, 7TH FLOOR |         |          |
| (Street)   |         |          |
| DALLAS   | TX      | 75201    |
| (City) (State) (Zip)                                       |         |          |
| 1. Name and Address of Reporting Person *                  |         |          |
| <a href="#">BIOS Capital Management, LP</a>                |         |          |
| (Last)   | (First) | (Middle) |
| C/O LANTERN PHARMA INC.<br>1920 MCKINNEY AVENUE, 7TH FLOOR |         |          |
| (Street)   |         |          |
| DALLAS   | TX      | 75201    |
| (City) (State) (Zip)                                       |         |          |
| 1. Name and Address of Reporting Person *                  |         |          |
| <a href="#">BIOS Advisors GP, LLC</a>                      |         |          |
| (Last)   | (First) | (Middle) |
| C/O LANTERN PHARMA INC.<br>1920 MCKINNEY AVENUE, 7TH FLOOR |         |          |
| (Street)   |         |          |
| DALLAS   | TX      | 75201    |
| (City) (State) (Zip)                                       |         |          |

**Explanation of Responses:**

1. On November 22, 2023, Lantern Pharma Inc. (the "Issuer") purchased 53,640 and 91,708 shares of common stock from Bios Fund I QP, LP ("Bios Fund I QP") and Bios Fund I, LP ("Bios Fund I"), respectively, for an aggregate purchase price of \$529,828.80. These purchases were approved by the board of directors of the Issuer.

2. Bios Equity Partners, LP ("Bios Equity I") is the general partner of the following entities: Bios Fund I, Bios Fund I QP and BP Directors, LP ("Bios Directors"). Bios Equity Partners II, LP ("Bios Equity II") is the general partner of the following entities: Bios Fund II, LP ("Bios Fund II"), Bios Fund II QP, LP ("Bios Fund II QP") and Bios Fund II NT, LP ("Bios Fund II NT"). Cavu Management, LP ("Cavu Management"), an entity managed and controlled by Mr. Kreis, and Bios Capital Management, LP ("Bios Management"), an entity managed and controlled by Aaron Glenn Louis Fletcher, are each a general partner of Bios Equity I and Bios Equity II. Cavu Advisors LLC ("Cavu Advisors"), an entity that is managed and controlled by Mr. Kreis, is the general partner of Cavu Management. Bios Advisors GP, LLC ("Bios Advisors"), an entity that is managed and controlled by Mr. Fletcher, is the general partner of Bios Management.

3. Mr. Kreis, Cavu Management, Cavu Advisors, Mr. Fletcher, Bios Management and Bios Advisors each share voting and investment control with respect to the shares held by Bios Fund I, Bios Fund I QP, Bios Directors, Bios Fund II, Bios Fund II QP and Bios Fund II NT (collectively, the "Bios Equity Entities"). Because of the relationship between Mr. Kreis, Mr. Fletcher, Cavu Management, Bios Management, Cavu Advisors, Bios Advisors and the Bios Equity Entities, Mr. Kreis, Mr. Fletcher, Cavu Management, Bios Management, Cavu Advisors and Bios Advisors each may be deemed to beneficially own the shares held directly by the Bios Equity Entities.

4. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

**Remarks:**

This Form 4 is the second of two Forms 4 filed relating to the same event. The Form 4 has been split into two filings because there are more than 10 reporting persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of 10 reporting person. The first Form 4 was filed by Leslie W. Kreis as the designated filer. Exhibit 24.1 - Power of Attorney

|   |                   |
|---|-------------------|
| <u>/s/ Aaron G.L. Fletcher</u>  | <u>12/01/2023</u> |
| <u>Bios Fund I, LP By: Bios Equity Partners, LP, its general partner</u>  |                   |
| <u>By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ Aaron Glenn Louis Fletcher, Manager</u>  | <u>12/01/2023</u> |
| <u>Bios Fund I OP, LP By: Bios Equity Partners, LP, its general partner By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ Aaron Glenn Louis Fletcher, Manager</u>     | <u>12/01/2023</u> |
| <u>Bios Fund II, LP By: Bios Equity Partners II, LP, its general partner By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ Aaron Glenn Louis Fletcher, Manager</u>    | <u>12/01/2023</u> |
| <u>Bios Fund II OP, LP By: Bios Equity Partners II, LP, its general partner By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ Aaron Glenn Louis Fletcher, Manager</u> | <u>12/01/2023</u> |
| <u>Bios Fund II NT, LP By: Bios Equity Partners II, LP, its general partner By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ Aaron Glenn Louis Fletcher, Manager</u> | <u>12/01/2023</u> |
| <u>Bios Equity Partners, LP By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ Aaron Glenn Louis Fletcher, Manager</u>   | <u>12/01/2023</u> |
| <u>Bios Equity Partners II, LP By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ Aaron Glenn Louis Fletcher, Manager</u>  | <u>12/01/2023</u> |
| <u>Bios Capital Management, LP By: Bios Advisors GP, LLC, its general partner By: /s/ Aaron Glenn Louis Fletcher, Manager</u>   | <u>12/01/2023</u> |
| <u>Bios Advisors GP, LLC By: /s/ Aaron Glenn Louis Fletcher, Manager</u>  | <u>12/01/2023</u> |
| ** 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.

**POWER OF ATTORNEY**

The undersigned hereby constitute and appoint Daniel Schwarz, the lawful attorney-in-fact and agent with full power and authority to execute and file on the undersigned's behalf, any and all instruments including Forms 3, 4 and 5, and Schedules 13D and 13G (collectively, the "Filings"), and any amendments, supplements or successor forms thereto pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any rules or regulations or requirements of the Securities and Exchange Commission in connection with the undersigned's reporting obligations with respect to securities of Lantern Pharma Inc., a Delaware corporation, pursuant to Section 13(d) of the Exchange Act and Section 16(b) of the Exchange Act.

The authority of such attorney-in-fact shall continue until the undersigned is no longer required to file any of the Filings, unless earlier revoked in writing. The undersigned hereby ratifies, confirms and approves in all respects all Filings (including amendments thereto) and actions taken by any of the attorney-in-fact relating to such Filings.

The undersigned acknowledges that the attorneys-in-fact are not assuming any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Exchange Act.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Dated: November 22, 2023

**BIOS FUND I, LP**

By: Bios Equity Partners, LP,  
its general partner

By: Cavu Management, LP,  
its general partner

By: Cavu Advisors, LLC,  
its general partner

By: /s/ Leslie Wayne Kreis, Jr.  
Leslie Wayne Kreis, Jr.  
Manager

By: Bios Capital Management, LP,  
its general partner

By: Bios Advisors GP, LLC,  
its general partner

By: /s/ Aaron Glenn Louis Fletcher  
Aaron Glenn Louis Fletcher  
Manager

**BIOS FUND I QP, LP**

By: Bios Equity Partners, LP,  
its general partner

By: Cavu Management, LP,  
its general partner

By: Cavu Advisors, LLC,  
its general partner

By: /s/ Leslie Wayne Kreis, Jr.  
Leslie Wayne Kreis, Jr.,  
Manager

By: Bios Capital Management, LP,  
its general partner

By: Bios Advisors GP, LLC,  
its general partner

By: /s/ Aaron Glenn Louis Fletcher  
Aaron Glenn Louis Fletcher,  
Manager

**BP DIRECTORS, LP**

By: Bios Equity Partners, LP,  
its general partner

By: Cavu Management, LP,  
its general partner

By: Cavu Advisors, LLC,

its general partner

By: /s/ Leslie Wayne Kreis, Jr.  
Leslie Wayne Kreis, Jr.,  
Manager

By: Bios Capital Management, LP,  
its general partner

By: Bios Advisors GP, LLC,  
its general partner

By: /s/ Aaron Glenn Louis Fletcher  
Aaron Glenn Louis Fletcher,  
Manager

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**BIOS FUND II, LP**

By: Bios Equity Partners II, LP,  
its general partner

By: Cavu Management, LP,  
its general partner

By: Cavu Advisors, LLC,  
its general partner

By: /s/ Leslie Wayne Kreis, Jr.  
Leslie Wayne Kreis, Jr.,  
Manager

By: Bios Capital Management, LP,  
its general partner

By: Bios Advisors GP, LLC,  
its general partner

By: /s/ Aaron Glenn Louis Fletcher  
Aaron Glenn Louis Fletcher  
Manager

**BIOS FUND II QP, LP**

By: Bios Equity Partners II, LP,  
its general partner

By: Cavu Management, LP,  
its general partner

By: Cavu Advisors, LLC,  
its general partner

By: /s/ Leslie Wayne Kreis, Jr.  
Leslie Wayne Kreis, Jr.,  
Manager

By: Bios Capital Management, LP,  
its general partner

By: Bios Advisors GP, LLC,  
its general partner

By: /s/ Aaron Glenn Louis Fletcher  
Aaron Glenn Louis Fletcher,  
Manager

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**BIOS FUND II NT, LP**

By: Bios Equity Partners II, LP,  
its general partner

By: Cavu Management, LP,  
its general partner

By: Cavu Advisors, LLC,

its general partner

By: /s/ Leslie Wayne Kreis, Jr.  
Leslie Wayne Kreis, Jr.,  
Manager

By: Bios Capital Management, LP,  
its general partner

By: Bios Advisors GP, LLC,  
its general partner

By: /s/ Aaron Glenn Louis Fletcher  
Aaron Glenn Louis Fletcher,  
Manager

**BIOS EQUITY PARTNERS, LP**

By: Cavu Management, LP,  
its general partner

By: Cavu Advisors, LLC,  
its general partner

By: /s/ Leslie Wayne Kreis, Jr.  
Leslie Wayne Kreis, Jr.,  
Manager

By: Bios Capital Management, LP,  
its general partner

By: Bios Advisors GP, LLC,  
its general partner

By: /s/ Aaron Glenn Louis Fletcher  
Aaron Glenn Louis Fletcher,  
Manager

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**BIOS EQUITY PARTNERS II, LP**

By: Cavu Management, LP,  
its general partner

By: Cavu Advisors, LLC,  
its general partner

By: /s/ Leslie Wayne Kreis, Jr.  
Leslie Wayne Kreis, Jr.,  
Manager

By: Bios Capital Management, LP,  
its general partner

By: Bios Advisors GP, LLC,  
its general partner

By: /s/ Aaron Glenn Louis Fletcher  
Aaron Glenn Louis Fletcher,  
Manager

**CAVU MANAGEMENT, LP**

By: Cavu Advisors, LLC,  
its general partner

By: /s/ Leslie Wayne Kreis, Jr.  
Leslie Wayne Kreis, Jr.,  
Manager

**BIOS CAPITAL MANAGEMENT, LP**

By: Bios Advisors GP, LLC  
its general partner

By: /s/ Aaron Glenn Louis Fletcher  
Aaron Glenn Louis Fletcher  
Manager

**CAVU ADVISORS, LLC**

By: /s/ Leslie Wayne Kreis, Jr.  
Leslie Wayne Kreis, Jr.,  
Manager

**BIOS ADVISORS GP, LLC**

By: /s/ Aaron Glenn Louis Fletcher  
Aaron Glenn Louis Fletcher,  
Manager

/s/ Leslie Wayne Kreis, Jr.

**LESLIE WAYNE KREIS, JR.**, in his individual capacity

---

/s/ Aaron Glenn Louis Fletcher

**AARON GLENN LOUIS FLETCHER**, in his individual capacity

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