

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Fletcher Aaron G.L.			2. Issuer Name and Ticker or Trading Symbol Lantern Pharma Inc. [LTRN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/15/2020					
1751 RIVER RUN, SUITE 400								
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		
FT WORTH, TX 76107								
(City)			(State)			(Zip)		

**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	06/15/2020		C		503,606 (1) (2)	A	(2)	503,606 (1)	I	By Bios Fund I, LP (2) (7) (8) (11)
Common Stock	06/15/2020		C		294,557 (1) (3)	A	(3)	294,557 (1)	I	By Bios Fund I QP, LP (3) (7) (8) (11)
Common Stock	06/15/2020		C		139,989 (1) (4)	A	(4)	204,723 (1)	I	By Bios Fund II, LP (4) (7) (8) (11)
Common Stock	06/15/2020		C		457,282 (1) (5)	A	(5)	668,738 (1)	I	By Bios Fund II QP, LP (5) (7) (8) (11)
Common Stock	06/15/2020		C		61,214 (1) (6)	A	(6)	89,522 (1)	I	By Bios Fund II NT, LP (6) (7) (8) (11)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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**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 Underlying Securities (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 of Derivative Security: 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				
Series A Preferred Stock	(2)	06/15/2020		C			289,429	(2)	(2)	Common Stock	503,606 (1) (2)	(2)	0	I	By Bios Fund I, LP (1) (2) (7) (8) (11)
Series A Preferred Stock	(3)	06/15/2020		C			169,286	(3)	(3)	Common Stock	294,557 (1) (3)	(3)	0	I	By Bios Fund I QP, LP (1) (3) (7) (8) (11)
Series A Preferred Stock	(4)	06/15/2020		C			80,454	(4)	(4)	Common Stock	139,989 (1) (4)	(4)	0	I	By Bios Fund II, LP (1) (4) (7) (8) (11)
Series A Preferred Stock	(5)	06/15/2020		C			262,806	(5)	(5)	Common Stock	457,282 (1) (5)	(5)	0	I	By Bios Fund II QP, LP (1) (5) (7) (8) (11)
Series A Preferred Stock	(6)	06/15/2020		C			35,181	(6)	(6)	Common Stock	61,214 (1) (6)	(6)	0	I	By Bios Fund II NT, LP (1) (6) (7) (8) (11)
Stock Options	\$ 15	06/15/2020		j(10)		9,135		(9)	06/14/2030	Common Stock	9,135	\$ 0	9,135	I (10) (11)	By affiliate (1) (9) (10) (11)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fletcher Aaron G.L. 1751 RIVER RUN SUITE 400 FT WORTH, TX 76107		X		

BIOS Fund I, LP 1751 RIVER RUN SUITE 400 FORT WORTH, TX 76107		X		
BIOS Fund I QP, LP 1751 RIVER RUN SUITE 400 FORT WORTH, TX 76107		X		
BIOS Fund II, LP 1751 RIVER RUN SUITE 400 FORT WORTH, TX 76107		X		
BIOS Fund II QP, LP 1751 RIVER RUN SUITE 400 FORT WORTH, TX 76107		X		
BIOS Fund II NT, LP 1751 RIVER RUN SUITE 400 FORT WORTH, TX 76107		X		
Bios Equity Partners, LP 1751 RIVER RUN, SUITE 400 FORT WORTH, TX 76107		X		
Bios Equity Partners II, LP 1751 RIVER RUN, SUITE 400 FORT WORTH, TX 76107		X		
BIOS Capital Management, LP 1751 RIVER RUN SUITE 400 FORT WORTH, TX 76107		X		
BIOS Advisors GP, LLC 1751 RIVER RUN SUITE 400 FORT WORTH, TX 76107		X		

## Signatures

/s/ Aaron Glenn Louis Fletcher		06/16/2020
<small>**Signature of Reporting Person</small>		Date
Bios Fund I, 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, its Manager		06/16/2020
<small>**Signature of Reporting Person</small>		Date
Bios Fund I QP, 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, its Manager		06/16/2020
<small>**Signature of Reporting Person</small>		Date
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, its Manager		06/16/2020
<small>**Signature of Reporting Person</small>		Date
Bios Fund II QP, 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, its Manager		06/16/2020
<small>**Signature of Reporting Person</small>		Date
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, its Manager		06/16/2020
<small>**Signature of Reporting Person</small>		Date
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, its Manager		06/16/2020
<small>**Signature of Reporting Person</small>		Date
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, its Manager		06/16/2020
<small>**Signature of Reporting Person</small>		Date
Bios Capital Management, LP, By: Bios Advisors GP, LLC, its general partner By: /s/ Aaron Glenn Louis Fletcher, its Manager		06/16/2020
<small>**Signature of Reporting Person</small>		Date
Bios Advisors GP, LLC, By: /s/ Aaron Glenn Louis Fletcher, its Manager		06/16/2020
<small>**Signature of Reporting Person</small>		Date

## Explanation of Responses:

\* 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).

- (1) In connection with the Issuer's initial public offering ("IPO"), the Issuer effected a 1.74-for-1 stock split on its outstanding common stock, which became effective immediately prior to the closing of the Issuer's IPO ("Stock Split"). The share amounts reflect the Stock Split.
- (2) In connection with the Issuer's IPO, the 289,429 shares of the Issuer's Series A Preferred Stock held by Bios Fund I, LP ("Bios Fund I"), which had no expiration date, were automatically converted for no additional consideration into 503,606 shares of common stock immediately prior to the closing of the Issuer's IPO.
- (3) In connection with the Issuer's IPO, the 169,286 shares of the Issuer's Series A Preferred Stock held by Bios Fund I QP, LP ("Bios Fund I QP"), which had no expiration date, were automatically converted for no additional consideration into 294,557 shares of common stock immediately prior to the closing of the Issuer's IPO.
- (4) In connection with the Issuer's IPO, the 80,454 shares of the Issuer's Series A Preferred Stock held by Bios Fund II, LP ("Bios Fund II"), which had no expiration date, were automatically converted for no additional consideration into 139,989 shares of common stock immediately prior to the closing of the Issuer's IPO.
- (5) In connection with the Issuer's IPO, the 262,806 shares of the Issuer's Series A Preferred Stock held by Bios Fund II QP, LP ("Bios Fund II QP"), which had no expiration date, were automatically converted for no additional consideration into 457,282 shares of common stock immediately prior to the closing of the Issuer's IPO.
- (6) In connection with the Issuer's IPO, the 35,181 shares of the Issuer's Series A Preferred Stock held by Bios Fund II NT, LP ("Bios Fund II NT"), which had no expiration date, were automatically converted for no additional consideration into 61,214 shares of common stock immediately prior to the closing of the Issuer's IPO.
- (7) 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, Bios Fund II QP and Bios Advisors GP, LLC ("Bios Advisors"). Bios Equity II, LP ("Bios Equity II") is the general partner of the following entities: Bios Fund II, Bios Fund II QP and Bios Advisors GP, LLC ("Bios Advisors").
- (8) 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, Bios Advisors each may be deemed to beneficially own the shares held directly by the Bios Equity Entities.
- (9) Leslie W. Kreis, Jr., an affiliate of the Bios Equity Entities, was granted options to purchase 9,135 shares of the Issuer's common stock at the exercise price equal to the price per share sold in the Issuer's IPO. The options granted will vest in equal monthly increments over a 36 month period. Pursuant to a pre-existing agreement, Mr. Kreis is deemed to hold the reported option for the benefit of Bios Director. Bios Directors may be deemed the indirect beneficial owner of the option, and Bios Equity I, Bios Management, Bios Advisors and Mr. Fletcher may each be deemed to own the option.
- (10) Pursuant to a pre-existing agreement, Mr. Kreis is deemed to hold the reported option for the benefit of Bios Director. Bios Directors may be deemed the indirect beneficial owner of the option, and Bios Equity I, Bios Management, Bios Advisors and Mr. Fletcher may each be deemed to own the option.
- (11) 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 a beneficial owner of any such securities.

## 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 10 reporting persons.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.