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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).

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 * <u>Stephan Dietrich A</u> (Last) (First) (Middle) <u>C/O 350 TECHNOLOGY DRIVE, FOURTH FLOOR</u> (Street) <u>PITTSBURGH PA 15219</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>NeuBase Therapeutics, Inc. [NBSE]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">Founder and CEO</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/02/2023</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 <input 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 | 08/02/2023 | | M | | 93,234 | A | \$0.022 | 93,234 | D ⁽¹⁾ | |
| Common Stock | | | | | | | | 7,650 ⁽³⁾ | D ⁽¹⁾ | |
| Common Stock | | | | | | | | 73,588 ⁽³⁾ | D ⁽¹⁾ | |
| Common Stock | | | | | | | | 63,690 ⁽³⁾ | I | See footnote ⁽²⁾ |

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 |
| Stock option (right to buy) ⁽⁴⁾ | \$0.022 | 08/02/2023 | | M | | | 93,234 | 07/12/2019 | 12/31/2023 | Common Stock | 93,234 | \$0 | 0 | D | |

Explanation of Responses:

- Shares held by the reporting person as a tenant by the entirety with his spouse.
- These shares are held in an irrevocable trust in which the spouse of the reporting person is the investment trustee, and the spouse and the descendants of the reporting person are its beneficiaries, and another irrevocable trust in which the reporting person is the investment trustee, and the reporting person and the descendants of the reporting person's spouse are its beneficiaries.
- Effective on June 14, 2023, NeuBase Therapeutics, Inc. conducted a reverse stock split at a ratio of 1-for-20 (the "Reverse Split"). The numbers of shares reported herein reflect the numbers of shares after the Reverse Split.
- Reflects stock options under NeuBase Therapeutics, Inc.'s 2018 Equity Incentive Plan.

/s/ Todd P. Branning 08/04/2023
 ** 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.

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.