

# ACER THERAPEUTICS INC.

Reported by  
**DUNN JOHN MICHAEL**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/20/23 for the Period Ending 11/17/23

Address	ONE GATEWAY CENTER (300 WASHINGTON ST.) SUITE 356 NEWTON, MA, 02458
Telephone	(844) 902-6100
CIK	0001069308
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

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.

**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

<b>1. Name and Address of Reporting Person *</b>  <b>DUNN JOHN MICHAEL</b>  <small>(Last) (First) (Middle)</small>  <b>C/O ACER THERAPEUTICS INC. ONE GATEWAY, CENTER SUITE 356, 300 WASHINGTON STREET</b>  <small>(Street)</small>  <b>NEWTON, MA 02458</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Acer Therapeutics Inc. [ ACER ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>11/17/2023</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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, \$0.0001 par value per share	11/17/2023		D		27,380	D		0	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 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				

**Explanation of Responses:**

- (1) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 30, 2023, by and among Acer Therapeutics Inc., a Delaware corporation ("Issuer"), Zevra Therapeutics, Inc., a Delaware corporation ("Zevra"), and Aspen Z Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Zevra ("Merger Sub"), effective November 17, 2023 (the "Effective Time"), Merger Sub merged with and into the Issuer, with the Issuer continuing as the surviving corporation and a wholly-owned subsidiary of Zevra.
- (2) Pursuant to the Merger Agreement, at the Effective Time, each share of Issuer common stock, \$0.0001 par value per share, issued and outstanding immediately prior to the Effective Time, was converted into the right to receive (i) 0.1210 fully paid and non-assessable shares of common stock of Zevra, par value \$0.0001 per share, and (ii) one non-transferable contingent value right issued by Zevra, which entitles the holder to potentially receive their pro rata portion of contingent payments of (A) up to \$76 million in cash upon the achievement of certain commercial and regulatory milestones for certain of Acer's products and (B) additional cash of an indeterminate amount, subject to achievement of milestones related to Acer's early-phase emetine program, and otherwise subject to and in accordance with the terms and conditions of the Contingent Value Rights Agreement, dated as of November 17, 2023, by and among Zevra, Computershare Inc. and Computershare Trust Company.
- (3) (Continued From Footnote 2) At the Effective Time, the closing price of one share of Zevra common stock was \$4.34.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNN JOHN MICHAEL				

C/O ACER THERAPEUTICS INC. ONE GATEWAY CENTER SUITE 356, 300 WASHINGTON STREET NEWTON, MA 02458	X			
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**Signatures**

/s/ Harry S. Palmin, as Attorney-in-Fact

11/20/2023

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.

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