SEC Form 4

FORM 4

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

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

| 1. Name and Address of Reporting Person*

 STRICKLAND D GORDON

 (Last)   (First)   (Middle)

 C/O NEUROBO PHARMACEUTICALS, INC.
 200 BERKELEY STREET, OFFICE 19TH FLOOR

 (Street)

 BOSTON   MA   02116
 (City)   (State)   (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 NeuroBo Pharmaceuticals, Inc. [NRBO]

 3. Date of Earliest Transaction (Month/Day/Year)
 07/27/2023

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 X   Director   10% Owner

     Officer (give title below)   Other (specify below)

 6. Individual or Joint/Group Filing (Check Applicable Line)

 X   Form filed by One Reporting Person

     Form filed by More than One Reporting Person |

6. Individual or Joint/Group Filing (Check Applicable Line)

Rule 10b5-1(c) Transaction Indication

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/27/2023		A		87,500[1][2]	A	$0	87,500	D	
Common Stock	07/27/2023		A		12,500[1][3]	A	$0	100,000	D	

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				

Explanation of Responses:

1. Represents a grant of restricted stock units ("RSUs") issued to the reporting person under the Issuer's 2022 Equity Incentive Plan.

2. 50% of the RSUs vested immediately, and the remainder will vest in two equal installments on each subsequent anniversary of the date of grant, subject to continuing service.

3. Vests on the earlier of July 27, 2024 or the day prior to the Issuer's next annual meeting of stockholders occurring after the grant date, subject to continuing service.

/s/ Phillip D. Torrence, by Power of Attorney   07/28/2023

** Signature of Reporting Person   Date