

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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* <u>Auffarth Gerd</u> <hr/> (Last) (First) (Middle) <u>C/O OUTLOOK THERAPEUTICS, INC.</u> <u>111 S. WOOD AVENUE, UNIT #100</u> <hr/> (Street) <u>ISELIN NJ 08830</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Outlook Therapeutics, Inc. [OTLK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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)	\$5.22	10/01/2024		A		56,636		(1)	10/01/2034	Common Stock	56,636	\$0	56,636	D	
Stock Option (Right to Buy)	\$5.22	10/01/2024		A		29,493		(2)	10/01/2034	Common Stock	29,493	\$0	29,493	D	
Stock Option (Right to Buy)	\$5.25	10/03/2024		A		12,082		(3)	10/03/2034	Common Stock	12,082	\$0	12,082	D	

Explanation of Responses:

- This option grant is an annual stock option grant under the Issuer's Non-Employee Director Compensation Policy and the Issuer's 2024 Equity Incentive Plan (the "2024 Plan") and shall fully vest on October 1, 2025, subject to the Reporting Person providing continuous service to the Issuer on such date. In addition, the shares underlying the options are subject to acceleration upon a Change in Control as defined in the 2024 Plan, subject to the Reporting Person providing continuous service to the Issuer immediately prior to such Change in Control.
- This option grant was made under the 2024 Plan and shall fully vest on October 1, 2025, subject to the Reporting Person providing continuous service to the Issuer on such date. In addition, the shares underlying the options are subject to acceleration upon a Change in Control as defined in the 2024 Plan, subject to the Reporting Person providing continuous service to the Issuer immediately prior to such Change in Control.
- The options were granted under the 2024 Plan in lieu of \$55,000 cash fees payable under the Issuer's Non-Employee Director Compensation Policy and vest in four equal quarterly installments on the last day of each fiscal quarter such that they are vested in full on September 30, 2025, subject to the Reporting Person providing continuous service to the Issuer on such date and subject to acceleration upon a Change in Control as defined in the 2024 Plan, subject to the Reporting Person providing continuous service to the Issuer immediately prior to such Change in Control.

/s/ Lawrence Kenyon,
Attorney-in-Fact

10/03/2024

** 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.