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*
 BioLexis Pte Ltd.

 (Last) (First) (Middle)
 36 ROBINSON ROAD
 #13-01 CITY HOUSE

 (Street)
 SINGAPORE U0 068877
 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 Outlook Therapeutics, Inc. [OTLK]

 3. Date of Earliest Transaction (Month/Day/Year)
 12/23/2019

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

 X Director   X 10% Owner
 Officer (give title below)   Other (specify below)

 6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 X 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	12/23/2019		M		2,909,091[1]	A	$0.232	16,948,585	D[2][3]	

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				
Warrant (Right to Buy)	$0.232	12/23/2019		M			3,636,364	[4]	12/24/2019[5]	Common Stock	3,636,364	[5]	0	D[2][3]	

1. Name and Address of Reporting Person*   **BioLexis Pte Ltd.**   (Last) (First) (Middle)   36 ROBINSON ROAD   #13-01 CITY HOUSE   (Street)   SINGAPORE U0 068877   (City) (State) (Zip)

1. Name and Address of Reporting Person*   **Pillai Arun Kumar**   (Last) (First) (Middle)   #30, 1ST MAIN   J.P. NAGAR 3RD PHASE   (Street)   BANGALORE K7 560078   (City) (State) (Zip)

1. Name and Address of Reporting Person*   **Sukhtian Ghiath M.**   (Last) (First) (Middle)   7TH CIRCLE, ZAHRAN STREET   ZAHRAN PLAZA BLDG, 4TH FLOOR   (Street)   AMMAN M2 11844

(City)	(State)	(Zip)

Explanation of Responses:

1. Represents the actual number of shares of common stock received upon the net exercise of such warrant in full in accordance with its amended terms.

2. These securities are held of record by BioLexis Pte Ltd. ("BioLexis"). Tenshi Life Sciences Private Limited ("Tenshi"), a private investment vehicle controlled by Arun Kumar Pillai ("Kumar"), and GMS Pharma (Singapore) Pte. Limited ("GMS Pharma"), a private investment company and wholly-owned subsidiary of GMS Holdings, are the 50:50 beneficial owners of BioLexis, in which each of Tenshi and GMS Pharma owns 50% of the outstanding voting shares. Kumar, a natural person, is the holder of a controlling interest in Tenshi. Ghiath M. Sukhtian ("Ghiath Sukhtian"), a natural person, is the holder of a controlling interest in GMS Holdings, which is the holder of a controlling interest in GMS Pharma.

3. By virtue of the relationships described above in Footnote 2, Kumar and Ghiath Sukhtian may be deemed to have voting and investment power with respect to the securities held by BioLexis noted above and as a result may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Reporting Persons disclaim beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Exchange Act, except to the extent of its or his pecuniary interest therein, if any. BioLexis has designated four representatives to serve on the Issuer's board of directors. This report shall not be deemed an admission that any of the Reporting Persons are the beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

4. Immediately exercisable.

5. The Warrant was acquired by BioLexis in the Issuer's April 2019 public offering of shares and accompanying warrants at a combined purchase price of $2.75 per share of Common Stock and accompanying 15-month warrants and 5-year warrants. The Warrants originally had an exercise price of $2.90 per share but were amended on 12/23/2019 to reduce the exercise price to $0.232 per share and shorten the expiration date to 12/24/2019.

Remarks:

/s/ BioLexis Pte. Ltd., By: Faisal G. Sukhtian, Director	12/30/2019
/s/ Arun Kumar Pillai	12/30/2019
/s/ Ghiath M. Sukhtian	12/30/2019
** 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.