

OMB APPROVAL	
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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).

<b>1. Name and Address of Reporting Person*</b> <u>THOMAS TOM C</u>  (Last) (First) (Middle) <u>260 SHERIDAN AVENUE, SUITE 400</u>  (Street) <u>PALO ALTO CA 94306</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Vincerox Pharma, Inc. [ VINC ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>08/12/2024</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b> _____	

**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 (I) or Indirect (L) (Instr. 4)	7. Nature of 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	Amount or Number of Shares				
Stock Option (right to buy)	\$23.75	08/12/2024		D <sup>(1)</sup>			175,000	(2)	03/14/2031	Common Stock	175,000	(1)	0	D	
Stock Option (right to buy)	\$0.55	08/12/2024		A <sup>(1)</sup>		175,000		(2)	03/14/2031	Common Stock	175,000	(1)	175,000	D	
Stock Option (right to buy)	\$6.26	08/12/2024		D <sup>(1)</sup>			55,250	(3)	02/13/2032	Common Stock	55,250	(1)	0	D	
Stock Option (right to buy)	\$0.55	08/12/2024		A <sup>(1)</sup>		55,250		(3)	02/13/2032	Common Stock	55,250	(1)	55,250	D	
Stock Option (right to buy)	\$1.71	08/12/2024		D <sup>(1)</sup>			58,000	(4)	08/24/2032	Common Stock	58,000	(1)	0	D	
Stock Option (right to buy)	\$0.55	08/12/2024		A <sup>(1)</sup>		58,000		(4)	08/24/2032	Common Stock	58,000	(1)	58,000	D	
Stock Option (right to buy)	\$0.82	08/12/2024		D <sup>(1)</sup>			56,000	(5)	11/14/2032	Common Stock	56,000	(1)	0	D	
Stock Option (right to buy)	\$0.55	08/12/2024		A <sup>(1)</sup>		56,000		(5)	11/14/2032	Common Stock	56,000	(1)	56,000	D	
Stock Option (right to buy)	\$1.17	08/12/2024		D <sup>(1)</sup>			86,000	(6)	02/14/2033	Common Stock	86,000	(1)	0	D	
Stock Option (right to buy)	\$0.55	08/12/2024		A <sup>(1)</sup>		86,000		(6)	02/14/2033	Common Stock	86,000	(1)	86,000	D	
Stock Option (right to buy)	\$7.38	08/12/2024		D <sup>(1)</sup>			93,750	(7)	03/06/2034	Common Stock	93,750	(1)	0	D	
Stock Option (right to buy)	\$0.55	08/12/2024		A <sup>(1)</sup>		93,750		(7)	03/06/2034	Common Stock	93,750	(1)	93,750	D	
Stock Option (right to buy)	\$7.38	08/12/2024		D <sup>(1)</sup>			31,250	(7)	03/06/2034	Common Stock	31,250	(1)	0	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				
Stock Option (right to buy)	\$0.55	08/12/2024		A <sup>(1)</sup>		31,250		(7)	03/06/2034	Common Stock	31,250	(1)	125,000	D	

**Explanation of Responses:**

1. On August 12, 2024, the stockholders of the Issuer approved the repricing of certain outstanding options to purchase common stock (the "Repriced Options"), with the new exercise price being the closing price of the Issuer's common stock on the Nasdaq Capital Market on August 12, 2024, rounded up to the nearest penny (the "Repricing"). There is no change to the number of shares underlying the Repriced Options or the vesting schedule or expiration dates of the Repriced Options. The Repricing was approved by the Board of Directors of the Issuer on June 26, 2024, based on the recommendation of the Compensation Committee of the Board of Directors.

2. Option vests over three years, with 1/3 of the shares vesting on March 15, 2022, and 1/36th of the shares vesting monthly thereafter.

3. Option vests over three years, with 1/3 of the shares vesting on December 23, 2022, and 1/36th of the shares vesting monthly thereafter.

4. Option vests in twenty-four equal monthly installments starting from August 25, 2022.

5. Option vests in twenty-four equal monthly installments starting from November 15, 2022.

6. Option vests in twenty-four equal monthly installments starting from February 15, 2023.

7. One-third (1/3) vests on March 7, 2025, with the remainder vesting in twenty-four equal monthly installments thereafter.

**Remarks:**

General Counsel and Chief Legal Officer

By: /s/ Tom C. Thomas

08/14/2024

\*\* 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.

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