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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).

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>Shenouda Maged</u> _____ (Last) (First) (Middle) <u>C/O RELMADA THERAPEUTICS, INC.</u> <u>2222 PONCE DE LEON BLVD, 3RD FLOOR</u> _____ (Street) <u>CORAL GABLES FL 33134</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RELMADA THERAPEUTICS, INC. [ RLMD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner Officer (give title below) _____ Other (specify below) _____ <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/24/2024</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)	\$2.48	05/24/2024		A <sup>(1)</sup>		54,624		03/15/2024	12/15/2033	Common Stock	54,624	\$0	136,714	D	
Stock Option (right to buy)	\$2.48	05/24/2024		J <sup>(2)</sup>		54,624		03/15/2024	12/15/2033	Common Stock	54,624	\$0	82,090	D	

**Explanation of Responses:**

- On May 24, 2024, under the terms of the option award granted to the Reporting Person on December 15, 2023 (the "December Award"), the Reporting Person became entitled to receive options for up to 54,624 additional shares of the Issuer's Common Stock on the same terms as the December Award (the "Additional Award Shares") out of shares that had become available under the terms of the Issuer's 2021 Equity Incentive Plan, as amended (the "Plan"), since December 15, 2023, as a result of expirations, cancellations, forfeitures and terminations of other outstanding awards under the Plan and/or tenders or withholding of shares.
- On May 24, 2024, the Reporting Person voluntarily forfeited to the Issuer a portion of the December Award equal to the Additional Award Shares so that those shares can be allocated to the holders of Similar Awards who are not executive officers or directors of the Issuer.

/s/ Maged Shenouda 05/29/2024  
 \*\* 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.