

ANNOVIS BIO, INC.
Reported by
WHELAN, JR. ROBERT M.

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/05/20 for the Period Ending 01/31/20

Address	1055 WESTLAKES DRIVE, SUITE 300 BERWYN, PA, 19312
Telephone	610-727-3913
CIK	0001477845
Symbol	ANVS
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Whelan, Jr. Robert M.		Annovis Bio, Inc. [ANVS]		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
C/O ANNOVIS BIO, INC., 1055 WESTLAKES DRIVE, SUITE 300		1/31/2020			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
BERWYN, PA 19312				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)				<input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	1/31/2020		P		25000 (1)	A	\$6.00	25000	D	
Common Stock	1/31/2020		C		59524	A	(2)	84524	D	
Common Stock	1/31/2020		C		11176	A	\$4.80 (3)	95700	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Series A-1 Preferred Stock	(2)	1/31/2020		C		83333		(2)	(2)	Common Stock	59524	\$0	0	D	
Convertible Note	(3)	1/31/2020		C		11176 (3)		(3)	(3)	Common Stock	11176	\$4.80	0	D	

Explanation of Responses:

- (1) The reporting person acquired these shares in the initial public offering ("IPO") of Annovis Bio, Inc. ("Annovis").
- (2) Each share of Series A-1 Preferred Stock automatically converted into common stock of Annovis upon the closing of the IPO at a conversion ratio of one for 0.7143.
- (3) The convertible notes have a maturity date of December 31, 2023. The Convertible Notes automatically converted into common stock of Annovis upon the closing of the IPO at a conversion rate equal to the principal amount of the note, plus accrued and unpaid interest, divided by \$4.80 (80% of the IPO price).

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whelan, Jr. Robert M. C/O ANNOVIS BIO, INC. 1055 WESTLAKES DRIVE, SUITE 300 BERWYN, PA 19312	X			

Signatures

/s/ Robert Whelan

2/4/2020

**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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