

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Forster Eliot</u>  (Last) (First) (Middle) <u>C/O F-STAR THERAPEUTICS, INC.</u> <u>EDDEVA B920, BABRAHAM RESEARCH CAMPUS</u>  (Street) <u>CAMBRIDGE X0 CB22 3AT</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>F-star Therapeutics, Inc. [ FSTX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/29/2022</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			
Common Stock	07/29/2022		M		260,977 <sup>(1)</sup>	A	\$0.11 <sup>(2)</sup>	421,537 <sup>(3)</sup>	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
Stock Option (right to buy)	\$0.11 <sup>(2)</sup>	07/29/2022		M			32,602	(4)	10/01/2028	Common Stock	32,602	\$0.00	0	D	
Stock Option (right to buy)	\$0.11 <sup>(2)</sup>	07/29/2022		M			228,375	(5)	07/01/2030	Common Stock	228,375	\$0.00	0	D	

**Explanation of Responses:**

- This Report is reporting the exempt exercise of employee stock options for cash payment thereof and receipt of the resulting shares. No shares were sold incidental to the exercise of these stock options.
- This exercise price was originally reported incorrectly as \$0.08 per share due to a conversion rate error from Pound Sterling into U.S. Dollars. Using the August 2022 approximate exchange rate of 1.2211, the exercise price in U.S. Dollars would be approximately \$0.11 per share.
- Includes 142,000 RSUs previously reported. Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- So long as Participant remains continuously a Service Provider 28% of the total number of Shares under Award shall vest on the first anniversary of the Vesting Commencement Date, October 1, 2018, and 2% of the total number of Shares under Award shall vest monthly thereafter.
- Twenty-five per cent (25%) of the total number of Shares under Award shall vest on the first anniversary of the Vesting Commencement Date, July 1, 2020, and two and one twelfth per cent (2.083%) of the total number of Shares under Award shall vest monthly thereafter, provided in each case that the Participant remains a Service Provider continuously from the Vesting Commencement Date to the relevant date.

**Remarks:**

/s/ Darlene Deptula-Hicks,  
Attorney-in-fact 08/02/2022

\*\* 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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