

FORM 4

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Shenouda Maged		2. Issuer Name and Ticker or Trading Symbol RELMADA THERAPEUTICS, INC. [RLMD]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer	
(Last) (First) (Middle) C/O RELMADA THERAPEUTICS, INC., 2222 PONCE DE LEON BLVD, 3RD FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 05/25/2022			
(Street) CORAL GABLES,, FL 33134		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		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			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 19.03	05/25/2022 ⁽¹⁾		A		295,211	03/17/2022 ⁽²⁾	12/17/2031	Common Stock	295,211	\$ 0	522,729	D	
Stock Option (right to buy)	\$ 19.03	05/25/2022 ⁽¹⁾		A		200,000	⁽³⁾	12/17/2031	Common Stock	200,000	\$ 0	200,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shenouda Maged C/O RELMADA THERAPEUTICS, INC. 2222 PONCE DE LEON BLVD, 3RD FLOOR CORAL GABLES,, FL 33134			Chief Financial Officer	

Signatures

/s/ Maged Shenouda	05/26/2022
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

* 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).

The option grant was approved by the Board of Directors of the Company on December 17, 2021, subject to shareholder approval of an amendment to the Company's 2021 Equity Incentive Plan

- (1) (the "Plan") increasing the number of shares of Common Stock available for the grant of awards under the Plan in an amount sufficient to cover this option grant. Shareholder approval was received for such amendment on May 25, 2022, at the 2022 Annual Meeting of the Company's shareholders.
- (2) The option vests in 16 equal quarterly installments, at 6.25% per quarter, commencing on March 17, 2022.
50% of the option shall vest when the Board of Directors or Compensation Committee has determined that 301, 302 and 303 Trials of dextromethadone (REL-1017) in major depressive disorder ("MDD") complete enrollment, as defined in the respective Trial's protocol, with 364 patients per Trial with the last patient in for each trial to be enrolled by December 31, 2022. The remaining
- (3) 50% of the option shall vest when the Board of Directors or Compensation Committee has determined that 301, 302 and 303 Trials of REL-1017 in MDD report top-line data by December 31, 2023, and meet or exceed their primary and key secondary endpoints as defined in in the respective Trial's protocol.

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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