

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

ANNUAL 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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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>Kelly Paul Edward</u> (Last) (First) (Middle) C/O RELMADA THERAPEUTICS, INC. 2222 PONCE DE LEON BLVD, 3RD FLOOR (Street) CORAL GABLES FL 33134 (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2022</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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				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)
					(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$13.8	07/08/2021		G ⁽¹⁾ 5		6,400	(2)	11/12/2025	Common Stock 4,800	\$0	41	D	
Stock Option (right to buy)	\$8.8	07/08/2021		G ⁽¹⁾ 5		19,600	(3)	07/29/2029	Common Stock 19,600	\$0	130,400	D	
Stock Option (right to buy)	\$43.47	07/08/2021		G ⁽¹⁾ 5		56,000	(4)	12/19/2029	Common Stock 56,000	\$0	94,000	D	
Stock Option (right to buy)	\$33.43	07/08/2021		G ⁽¹⁾ 5		18,000	(5)	01/07/2031	Common Stock 18,000	\$0	132,000	D	

Explanation of Responses:

- Represents a bona fide gift of stock options to family members and a family trust. An independent trustee is trustee of the trust.
- The options were granted on November 12, 2015. 25% of the options vested one year from the grant date and the remaining 75% of the options vested in equal quarterly increments of 6.25% of the initial option grant over the following three year period.
- The options were granted on July 29, 2019. 6.25% of the options vest each quarter from the date of grant.
- The options were granted on December 19, 2019. 6.25% of the options vest each quarter from the date of grant.
- The options were granted on January 7, 2021. 6.25% of the options vest each quarter from the date of grant.

/s/ Paul E. Kelly

02/02/2023

** 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.