

| 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>Versavel Mark</u> (Last) (First) (Middle) <u>C/O NEUROBO PHARMACEUTICALS, INC.</u> <u>177 HUNTINGTON AVENUE, SUITE 1700</u> (Street) <u>BOSTON MA 02115</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>NeuroBo Pharmaceuticals, Inc. [NRBO]</u> | 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) <u>Chief Medical Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/30/2019</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 | Amount or Number of Shares | | | | |
| Stock Option (right to buy) | \$0.63 | 12/30/2019 | | A | | 297,206 | | (1) | 01/28/2029 | Common Stock | 297,206 | (2) | 297,206 | D | |
| Stock Option (right to buy) | \$0.63 | 12/30/2019 | | A | | 45,724 | | (3) | 01/31/2029 | Common Stock | 45,724 | (4) | 45,724 | D | |

Explanation of Responses:

- 70,000 shares underlying the option shall become vested shares upon certain milestones in relation to the Issuer's the Phase III US NB-01-301 study; 60,000 shares underlying the option shall become vested shares upon certain regulatory milestones related to the Issuer's product candidate, NB-02; an additional 70,000 option shares shall become vested shares upon the occurrence of certain additional milestones related to the Issuer's Phase III US NB-01-301; 15,000 shares underlying the option became vested shares on January 28, 2019; and an additional 7,500 of shares underlying the option became vested share on each of February 1, 2019, May 1, 2019, August 1, 2019, and November 1, 2019, with an additional 7,500 shares underlying the option to vest on each of February 1, 2020 and May 1, 2020.
- Reflects the Reporting Person's stock option to acquire 260,000 shares of private NeuroBo Pharmaceuticals, Inc. ("NeuroBo") common stock for \$0.72 per share that was assumed by the Issuer in the Merger.
- 10,000 shares underlying the option became a vested share on the January 31, 2019, with an additional 5,000 shares vesting on each of February 1, 2019, May 1, 2019, August 1, 2019, November 1, 2019, February 1, 2020 and May 1, 2020.
- Reflects the Reporting Person's stock option to acquire 40,000 shares of NeuroBo common stock for \$0.72 per share that was assumed by the Issuer in the Merger.

Remarks:

All share and per share amounts of the Issuer's common stock and stock options reported in this Form 4 reflect the 1-for-10,000 reverse stock split of the Issuer's common stock effected on August 13, 2019 and give effect to the exchange ratio of 1.1431 applied in connection with the merger of GR Merger Sub Inc., a wholly-owned subsidiary of the Issuer, with and into NeuroBo (the "Merger").

/s/ Mark Versavel 01/02/2020
 ** 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.

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.