

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>KOUSKY KENNETH W</u> (Last) (First) (Middle) 43334 SEVEN MILE ROAD SUITE 1000 (Street) NORTHVILLE MI 48167 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Gemphire Therapeutics Inc. [GEMP]</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. Date of Earliest Transaction (Month/Day/Year) 08/10/2016	
	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	08/10/2016		C		95,439	A	(1)	95,439	I	Held by BWA Gemphire Investment Group, LLC ⁽²⁾
Common Stock	08/10/2016		J ⁽³⁾		10,439	A	\$6.7059	105,878	I	Held by BWA Gemphire Investment Group, LLC ⁽²⁾
Common Stock	08/10/2016		C		116,891	A	\$6.7059	116,891	I	Held by BWA Gemphire Investment Group II, LLC ⁽⁴⁾
Common Stock	08/10/2016		P		1,000	A	\$10	1,000	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					
Series A Convertible Preferred Stock	(1)	08/10/2016		C		95,439		(1)	(1)	Common Stock	95,439	0	I	Held by BWA Gemphire Investment Group, LLC ⁽²⁾
8% Convertible Subordinated Promissory Notes	\$6.7059	08/10/2016		C		\$746,500 ⁽⁵⁾		(5)	(5)	Common Stock	116,891	0	I	Held by BWA Gemphire Investment Group II, LLC ⁽⁴⁾

Explanation of Responses:

- The Series A Convertible Preferred Stock converted into shares of common stock, par value \$0.001 per share (the "Common Stock"), of Gemphire Therapeutics Inc. (the "Company") on a one-for-one basis immediately prior to the closing of the Company's initial public offering and had no expiration date.
- Mr. Kousky, as the Manager of BWA Gemphire Investment Group, LLC ("BWA"), beneficially owns the reported securities indirectly, but disclaims beneficial ownership of the securities held by BWA except to the extent of his pecuniary interest therein.
- Represents shares of Common Stock issued for payment of accrued dividends on the Series A Convertible Preferred Stock.
- Mr. Kousky, as the Manager of BWA Gemphire Investment Group II, LLC ("BWA II"), beneficially owns the reported securities indirectly, but disclaims beneficial ownership of the securities held by BWA II except to the extent of his pecuniary interest therein.
- The notes were issued in the original principal amount of \$746,500. The outstanding principal and \$37,367 of accrued interest on the notes automatically converted into shares of Common Stock immediately prior to the closing of the Company's initial public offering.

/s/ Stephanie Swan, by Power of 08/12/2016

[Attorney](#)

** 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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