FORM 4

Check this box if no longer subject to

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

| | | | | | 0. 00 | 00 | ., 0 | | Jpay 7 tot t | . 20 .0 | | | | | | | |
|------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------|---------|-------------------------------------------------------------|--------------------------------------------------------------------------------------|------------------------------------------------|----------------------------------------------------------------|------------------------|----------------------------------------------------------------------|------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------|--------------------------------------------|------------------------------------------|--|
| 1. Name and Address of Reporting Person* <u>Niederhuber John</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol Aptevo Therapeutics Inc. [APVO] | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| | | | | | | | | | | | | | X Director | | 10% Ow | · | |
| (Last) (First) (Middle) C/O APTEVO THERAPEUTICS INC. | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 07/27/2020 | | | | | | | Officer (below) | (give title | | Other (s below) | pecify | |
| 2401 4TH AVENUE, SUITE 1050 | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (Street) SEATTLE WA 98121 | | | | | | | | | | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | | | | | |
| | | Ta | able I - No | n-Deriv | ative | Securi | ties Acc | quired, D | isposed (| of, or Ben | eficially | Owned | | | | | |
| 1. Title of Security (Instr. 3) 2. Trans Date (Month/ | | | | | r) if any | eemed ition Date, h/Day/Year | 3. Transacti Code (Ins | on Dispose | | | Beneficia Owned Fo | s lly ollowing | 6. Owner Form: Di (D) or Ind (I) (Instr. | irect I direct I 4) (| 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | | | Instr. 4) | | |
| | | | Table II - | | | | | | posed of , converti | | | Owned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Da if any (Month/Day/\) | Cod | nsactio de (Inst | n Deriv Secur Acqu Dispo | rities ired (A) or osed of ostr. 3, 4 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title an of Securit Underlyin Derivative (Instr. 3 an | ies g Security | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported | e Owners s Form: dly Direct (I or Indire | wnership orm: | Beneficial Ownership ct (Instr. 4) | |
| | | | | Cod | ode V | (A) | (D) | Date Exercisable | Expiration e Date | 1 Title | Amount or Number of Shares | | Transactio (Instr. 4) | on(s) | | | |
| Stock Option (right to buy) | \$41.16 ⁽¹⁾ | 07/27/2020 | | D | | | 1,339 ⁽¹⁾ | (2) | 08/03/202 | 6 Common Stock | 1,339(1) | (3) | 0 | | D | | |
| Stock Option (right to buy) | \$30.1 ⁽¹⁾ | 07/27/2020 | | D | | | 892 ⁽¹⁾ | (4) | 06/01/202 | 7 Common Stock | 892(1) | (3) | 0 | | D | | |
| Stock Option (right to buy) | \$76.86 ⁽¹⁾ | 07/27/2020 | | D | | | 1,785 ⁽¹⁾ | (5) | 06/01/202 | 8 Common Stock | 1,785(1) | (3) | 0 | | D | | |
| Stock Option (right to buy) | \$8.56 | 07/27/2020 | | А | | 1,322 | | (6) | 07/26/203 | 0 Common Stock | 1,322 | (3) | 1,322 | | D | | |
| Stock Option | \$8.56 | 07/27/2020 | | A | | 170 | | (7) | 07/26/203 | Common | 170 | (3) | 170 | | D | | |

Explanation of Responses:

(right to buy)

- 1. Reflects a 1-for-14 reverse stock split of the issuer's common stock effective as of March 26, 2020.
- 2. These options vested in three approximately equal annual installments beginning on August 3, 2017.
- 3. In connection with the issuer's offer exchange program described in the issuer's tender offer statement on Schedule TO filed by the issuer with the Securities and Exchange Commission on June 29, 2020, as amended, on July 27, 2020 the issuer cancelled certain of the reporting person's options to acquire shares of the issuer's common stock and, in exchange thereof, granted the reporting person new options to acquire shares of the issuer's common stock, in each case, as reported on this Form 4.
- $4. \ These \ options \ vested \ in \ three \ approximately \ equal \ annual \ installments \ beginning \ on \ June \ 1, \ 2018.$
- 5. These options provide for vesting in three approximately equal annual installments beginning on May 31, 2019. Prior to July 27, 2020, all but 595 shares of the issuer's common stock underlying this stock option
- 6. These options vest in full on the one year anniversary of the date of grant.
- 7. These options will vest in three approximately equal annual installments beginning on the one year anniversary of the date of grant.

/s/ Carl A. Valenstein, attorney-07/29/2020 in-fact

** Signature of Reporting Person Date

Stock

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.