

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |           |
|----------------------------------------------|-----------|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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*<br><u>Aisling Capital IV, LP</u><br><br>(Last) (First) (Middle)<br><u>C/O AISLING CAPITAL MANAGEMENT LP</u><br><u>888 SEVENTH AVENUE, 12TH FLOOR</u><br><br>(Street)<br><u>NEW YORK NY 10106</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>SUNESIS PHARMACEUTICALS INC [ SNSS ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|                                                                                                                                                                                                                                                                       | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/15/2019</u>                      |                                                                                                                                                                                               |

**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                    | 07/15/2019                           |                                                    | P                              |   | 2,500,000                                                         | A          | \$0.6 | 10,100,000                                                                                    | I                                                        | See footnote <sup>(1)</sup>                           |

**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 |                                                                                        | Date Exercisable                                         | Expiration Date |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |

|                                                                                                                                                                                                                                                                       |  |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person*<br><u>Aisling Capital IV, LP</u><br><br>(Last) (First) (Middle)<br><u>C/O AISLING CAPITAL MANAGEMENT LP</u><br><u>888 SEVENTH AVENUE, 12TH FLOOR</u><br><br>(Street)<br><u>NEW YORK NY 10106</u><br><br>(City) (State) (Zip) |  |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|

|                                                                   |         |          |
|-------------------------------------------------------------------|---------|----------|
| 1. Name and Address of Reporting Person*                          |         |          |
| <a href="#"><u>Aisling Capital Partners IV LLC</u></a>            |         |          |
| (Last)                                                            | (First) | (Middle) |
| C/O AISLING CAPITAL MANAGEMENT LP<br>888 SEVENTH AVE., 12TH FLOOR |         |          |
| (Street)                                                          |         |          |
| NEW YORK                                                          | NY      | 10106    |
| (City) (State) (Zip)                                              |         |          |
| 1. Name and Address of Reporting Person*                          |         |          |
| <a href="#"><u>Aisling Capital Partners IV, LP</u></a>            |         |          |
| (Last)                                                            | (First) | (Middle) |
| C/O AISLING CAPITAL MANAGEMENT LP<br>888 SEVENTH AVE., 12TH FLOOR |         |          |
| (Street)                                                          |         |          |
| NEW YORK                                                          | NY      | 10106    |
| (City) (State) (Zip)                                              |         |          |
| 1. Name and Address of Reporting Person*                          |         |          |
| <a href="#"><u>SCHIFF ANDREW N</u></a>                            |         |          |
| (Last)                                                            | (First) | (Middle) |
| C/O AISLING CAPITAL MANAGEMENT LP<br>888 SEVENTH AVE., 12TH FLOOR |         |          |
| (Street)                                                          |         |          |
| NEW YORK                                                          | NY      | 10106    |
| (City) (State) (Zip)                                              |         |          |
| 1. Name and Address of Reporting Person*                          |         |          |
| <a href="#"><u>ELMS STEVE</u></a>                                 |         |          |
| (Last)                                                            | (First) | (Middle) |
| C/O AISLING CAPITAL MANAGEMENT LP<br>888 SEVENTH AVE., 12TH FLOOR |         |          |
| (Street)                                                          |         |          |
| NEW YORK                                                          | NY      | 10106    |
| (City) (State) (Zip)                                              |         |          |

**Explanation of Responses:**

1. Shares held by Aisling Capital IV, LP ("Aisling"). Aisling Capital Partners IV, LP ("Aisling GP"), is the general partner of Aisling. Aisling Capital Partners IV LLC ("Aisling Partners"), is the general partner of Aisling GP. The individual managing members ("the Aisling Managers"), of Aisling Partners are Andrew Schiff, M.D. and Steve Elms. By virtue of these relationships, Aisling GP, Aisling Partners and the Aisling Managers may be deemed to have voting and investment power over the shares held by Aisling. Each of the reporting persons, other than Aisling, disclaims beneficial ownership of the shares held by Aisling, except to the extent of any pecuniary interest therein, if any.

**Remarks:**

[/s/ Aisling Capital IV, LP by Andrew N. Schiff](#) 07/15/2019  
[/s/ Aisling Capital Partners IV LLC by Andrew N. Schiff](#) 07/15/2019  
[/s/ Aisling Capital Partners IV, LP by Andrew N. Schiff](#) 07/15/2019  
[/s/ Andrew N. Schiff](#) 07/15/2019  
[/s/ Steve Elms](#) 07/15/2019

\*\* 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.**