

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>BESHAR LUKE M</u>  (Last) (First) (Middle) <u>C/O ARTARA THERAPEUTICS, INC.</u> <u>1 LITTLE WEST 12TH STREET</u>  (Street) <u>NEW YORK NY 10014</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ArTara Therapeutics, Inc. [ TARA ]</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) <u>01/09/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person		

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	01/10/2020		A		168,000 <sup>(1)</sup>	A	\$0.00	168,000	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						Title
Stock Option (Right to Buy)	\$9.18	01/09/2020 <sup>(2)</sup>		A		12,399		(3)	07/11/2028	Common Stock	12,399	(4)	12,399	D	
Stock Option (Right to Buy)	\$9.18	01/09/2020 <sup>(2)</sup>		A		6,676		(5)	12/31/2028	Common Stock	6,676	(6)	6,676	D	
Stock Option (Right to Buy)	\$9.18	01/09/2020 <sup>(2)</sup>		A		10,491		(7)	04/28/2029	Common Stock	10,491	(8)	10,491	D	

Explanation of Responses:

- The shares being reported are being issued pursuant to restricted stock unit awards ("RSUs"), each one of which represents a contingent right to receive one share of the Issuer's common stock. 3/24th of the shares were vested upon grant and 1/24th of the shares vest monthly thereafter, beginning on February 10, 2020. Settlement for the RSUs is deferred until the earliest to occur of (i) the Reporting Person's termination of service, (ii) death, (iii) disability and (iv) a change in control of the Issuer. In the event of a change in control of the Issuer, the RSUs will vest in full.
- On September 23, 2019, the Issuer entered into an Agreement and Plan of Merger and Reorganization (the "Merger Agreement") as amended on November 19, 2019, with the Issuer, REM 1 Acquisition, Inc. ("Merger Sub") and ArTara Subsidiary, Inc. ("ArTara Sub"). On January 9, 2020 (the "Effective Time"), Merger Sub was merged with and into ArTara Sub, with ArTara Sub surviving as a wholly owned subsidiary of the Issuer.
- The shares subject to this option shall vest in forty eight (48) approximately equal increments of one thousand one hundred forty five (1,145) whole Option Shares beginning on the first day of the first calendar month following July 12, 2018, and then on the first day of each of the next forty seven (47) months thereafter (each a "Vesting Date"), if Reporting Person has remained continuously engaged by the Issuer or any Affiliate through such Vesting Date; provided that, on the last such Vesting Date (being April 1, 2023), all of the Option Shares which had not vested by then (being not less than 1,184 Option Shares) will vest and become exercisable.
- Received in the Merger in exchange for a stock option to acquire 65,000 shares of ArTara Sub common stock for \$1.75 per share.
- 1/48th of the shares subject to the option shall vest monthly following January 1, 2019, for so long as the Reporting Person provides continuous service to the Issuer.
- Received in the Merger in exchange for a stock option to acquire 35,000 shares of ArTara Sub common stock for \$1.75 per share.
- 1/48th of the shares subject to the option shall vest monthly following April 29, 2019, for so long as the Reporting Person provides continuous service to the Issuer.
- Received in the Merger in exchange for a stock option to acquire 55,000 shares of ArTara Sub common stock for \$1.75 per share.

Remarks:

/s/ Jesse Shefferman, Attorney-in-fact 01/13/2020

\*\* 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.