

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the  
 Investment Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>HARDY REGINALD L</b> <small>(Last) (First) (Middle)</small> C/O BRICKELL BIOTECH, INC., 5777 CENTRAL AVENUE, SUITE 102 <small>(Street)</small> BOULDER, CO 80301 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>Brickell Biotech, Inc. [BBI]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman of the Board
3. Date of Earliest Transaction (Month/Day/Year) 02/14/2020		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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	02/14/2020		M		4,454	A	(1)	172,877	D	
Common Stock	02/14/2020		F		1,426 (2)	D	\$ 1.16	171,451	D	
Common Stock	02/29/2020		M		883	A	(1)	172,334	D	
Common Stock	02/29/2020		F		283 (2)	D	\$ 2.93	172,051	D	
Common Stock	03/31/2020		M		882	A	(1)	172,933	D	
Common Stock	03/31/2020		F		283 (2)	D	\$ 1.19	172,650	D	
Common Stock	04/30/2020		M		883	A	(1)	173,533	D	
Common Stock	04/30/2020		F		283 (2)	D	\$ 1.2	173,250	D	
Common Stock	05/31/2020		M		882	A	(1)	174,132	D	
Common Stock	05/31/2020		F		283 (2)	D	\$ 1.16	173,849	D	
Common Stock	06/03/2020		A		22,023 (3)	A	\$ 0	195,872	D	
Common Stock								9,261	I	By Spouse
Common Stock								21,826	I	By Spouse (spouse jointly owns with other Individual)
Common Stock								17,260	I	By Spouse as Trustee
Common Stock								266,447	I	By Self as General Partner
Common Stock								17,260	I	By Self as Trustee

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474 (9-02)

**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 Underlying Securities (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 of Derivative Security: 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				
Restricted Stock Units	(1)	02/14/2020		M			4,454	(4)	(4)	Common Stock	4,454	\$ 0	4,454	D	
Restricted Stock Units	(1)	02/29/2020		M			883	(4)	(4)	Common Stock	883	\$ 0	883	D	
Restricted Stock Units	(1)	03/31/2020		M			882	(4)	(4)	Common Stock	882	\$ 0	882	D	
Restricted Stock Units	(1)	04/30/2020		M			883	(4)	(4)	Common Stock	883	\$ 0	883	D	
Restricted Stock Units	(1)	05/31/2020		M			882	(4)	(4)	Common Stock	882	\$ 0	882	D	
Stock Option (right to buy)	\$ 1.12	06/03/2020		A			5,333		08/31/2020 06/03/2030	Common Stock	5,333	\$ 0	5,333	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARDY REGINALD L C/O BRICKELL BIOTECH, INC. 5777 CENTRAL AVENUE, SUITE 102 BOULDER, CO 80301	X		Chairman of the Board	

## Signatures

/s/ Christine G. Long, Attorney-in-Fact for Reginald L. Hardy (power of attorney filed herewith)	06/05/2020
<small>**Signature of Reporting Person</small>	<small>Date</small>

## Explanation of Responses:

- \* 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).
- (1) Restricted stock units ("RSUs") converted into common stock on a one-for-one basis.
- (2) Represents shares withheld to satisfy tax withholding obligations upon the vesting of RSUs.
- (3) Represents RSUs that are scheduled to vest on August 31, 2020 and will be settled in the form of one share of common stock for each RSU.
- (4) These RSUs were granted on February 14, 2020 and vest in installments through August 31, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

POWER OF ATTORNEY

For Executing Form ID and Forms 3, 4, 5 and 144

The undersigned hereby constitutes and appoints each of David McAvoy, Daniel Boeglin, Jonathan Zimmerman, Christine Long, Griffin Foster and Justin Hay, signing singly, as his true and lawful attorney-in-fact, for such period of time that the undersigned is required to file reports pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or Rule 144 of the Securities Act of 1933, as amended (the "Securities Act"), due to his affiliation with Brickell Biotech, Inc., a Delaware corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact, to:

1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Exchange Act or any rule or regulation of the SEC;

2) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the SEC Forms 3, 4, 5 and 144 and any amendments to previously filed forms in accordance with Section 16(a) of the Exchange Act or Rule 144 of the Securities Act and the rules thereunder;

3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form ID or Forms 3, 4, 5 and 144 and the timely filing of such form with the SEC and any other authority as required by law; and

4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required by the undersigned, it being understood that the documents executed by such

attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act or Rule 144 of the Securities Act.

The undersigned hereby revokes all other powers of attorney previously executed in connection with the undersigned's obligations as an officer, director and/or 10% shareholder of Brickell Biotech, Inc. to prepare and file Forms 3, 4 and 5, or other forms or reports, or any amendment or amendments thereto, with the SEC pursuant to Section 16(a) of the Exchange Act or Rule 144 of the Securities Act, or to obtain or update codes with respect to electronic filings to be made by the undersigned with the SEC.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of June, 2020.

/s/ Reginald L. Hardy

Reginald L. Hardy

