

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
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hours per response... 0.5

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 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

(Print or Type Responses)

|  |  |  |   |  |  |  |  |  |
|--|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person<br>VERU DENNISON T                               |  |  | 2. Issuer Name and Ticker or Trading Symbol<br>Brickell Biotech, Inc. [BBI]             |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Other (specify below) |  |  |
| (Last) (First) (Middle)<br>C/O BRICKELL BIOTECH, INC., 5777<br>CENTRAL AVENUE, SUITE 102 |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/14/2020                          |  |  |  |  |  |
| (Street)<br>BOULDER, CO 80301  |  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  |  | 6. Individual or Joint/Group Filing Check Applicable Line<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| (City) (State) (Zip)   |  |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |  |  |  |

| 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|---|---|-----------------------------------|---|--|------------|-------|--|---|--|
|                                    |   |   | Code                              | V | Amount   | (A) or (D) | Price |  |   |  |
| Common Stock                       |   |   |                                   |   |  |            |       | 7,230  | D   |  |
| Common Stock                       |   |   |                                   |   |  |            |       | 950,905  | I   | By Self due to Control over the Entity that holds Shares |

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|---|---|-----------------------------------|---|--|-----|---|-----------------|--|----------------------------|---|---|---|---|
|   |  |   |   | Code                              | V | (A)  | (D) | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |   |   |   |   |
| Warrant                                       | \$ 10.36   |   |   |                                   |   |  |     | 08/30/2019  | 08/30/2029      | Common Stock   | 3,316                      |   | 3,316   | D   |   |
| Stock Options                                 | \$ 12.17   |   |   |                                   |   |  |     | 04/22/2015  | 04/22/2025      | Common Stock   | 8,630                      |   | 8,630   | I   | By Self due to Control of Entity that Holds Options       |
| Stock Options                                 | \$ 12.17   |   |   |                                   |   |  |     | 12/15/2016  | 12/15/2026      | Common Stock   | 3,452                      |   | 3,452   | I   | By Self due to Control of Entity that Holds Options       |

|                        |          |            |  |   |  |       |            |            |              |        |         |        |   |   |
|------------------------|----------|------------|--|---|--|-------|------------|------------|--------------|--------|---------|--------|---|---|
| Stock Options          | \$ 16.45 |            |  |   |  |       | 12/15/2019 | 12/15/2029 | Common Stock | 5,178  |         | 5,178  | I | By Self due to Control of Entity that Holds Options |
| Stock Options          | \$ 4.76  |            |  |   |  |       | 08/30/2020 | 08/30/2029 | Common Stock | 34,521 |         | 34,521 | I | By Self due to Control of Entity that Holds Options |
| Restricted Stock Units | \$ 1.16  | 02/14/2020 |  | A |  | 2,167 | 02/14/2020 | 02/13/2030 | Common Stock | 2,167  | \$ 1.16 | 2,167  | I | By Self due to Control of Entity that Holds RSUs    |
| Stock Options          | \$ 1.16  | 02/14/2020 |  | A |  | 9,483 | 02/14/2020 | 02/13/2030 | Common Stock | 9,483  | \$ 1.16 | 9,483  | I | By Self due to Control of Entity that Holds Options |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| VERU DENNISON T<br>C/O BRICKELL BIOTECH, INC.<br>5777 CENTRAL AVENUE, SUITE 102<br>BOULDER, CO 80301 | X             |           |         |       |

## Signatures

|                               |            |
|-------------------------------|------------|
| /s/ Dennison T. Veru          | 02/19/2020 |
| Signature of Reporting Person | Date       |

## 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).

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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