

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* <u>Azoy Alexander</u>  (Last) (First) (Middle) 30699 RUSSELL RANCH ROAD SUITE 140  (Street) WESTLAKE CA 91362 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sienna Biopharmaceuticals, Inc. [ SNNA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/06/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	08/06/2019		A		70,000	A	(1)	105,948	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	Amount or Number of Shares				
Stock Options (Right to buy)	\$20.19	08/06/2019		D <sup>(2)</sup>			25,000	(3)	12/01/2027	Common Stock	25,000	(2)	0.00	D	
Stock Options (Right to buy)	\$15.08	08/06/2019		D <sup>(2)</sup>			5,600	(4)	06/01/2028	Common Stock	5,600	(2)	0.00	D	
Stock Options (Right to buy)	\$2.37	08/06/2019		D <sup>(2)</sup>			20,000	(5)	04/01/2029	Common Stock	20,000	(2)	0.00	D	
Stock Options (Right to buy)	\$2.32	08/06/2019		D <sup>(2)</sup>			8,750	(6)	01/01/2029	Common Stock	8,750	(2)	0.00	D	
Stock Options (Right to buy)	\$2.32	08/06/2019		D <sup>(2)</sup>			8,750	(7)	01/01/2029	Common Stock	8,750	(2)	0.00	D	
Stock Options (Right to buy)	\$0.71	08/06/2019		A <sup>(2)</sup>			25,000	(3)	12/01/2027	Common Stock	25,000	(2)	25,000	D	
Stock Options (Right to buy)	\$0.71	08/06/2019		A <sup>(2)</sup>			5,600	(4)	06/01/2028	Common Stock	5,600	(2)	5,600	D	
Stock Options (Right to buy)	\$0.71	08/06/2019		A <sup>(2)</sup>			8,750	(6)	01/01/2029	Common Stock	8,750	(2)	8,750	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 Options (Right to buy)	\$0.71	08/06/2019		A <sup>(2)</sup>		8,750		(7)	01/01/2029	Common Stock	8,750	(2)	8,750	D	
Stock Options (Right to buy)	\$0.71	08/06/2019		A <sup>(2)</sup>		20,000		(5)	04/01/2029	Common Stock	20,000	(2)	20,000	D	

**Explanation of Responses:**

- Award of restricted stock units ("RSUs") granted under the Issuer's 2017 Incentive Award Plan. Each RSU entitles the Reporting Person to receive one share of Issuer common stock upon vesting. The award vests as to fifty percent (50%) of the total number of RSUs on February 6, 2020, twenty-five percent (25%) of the total number of RSUs on August 6, 2020, and the remaining twenty-five percent (25%) of the total number of RSUs on February 6, 2021, in each case, subject to the Reporting Person's continued employment or service relationship with the Issuer through the applicable vesting date.
- The transaction reported herein reflect a one-time stock option repricing (the "Option Repricing") that became effective on August 6, 2019 and are being reported in this manner solely to comply with the technical reporting requirements under Section 16(a) of the Securities Exchange Act of 1934. Pursuant to the Option Repricing, the exercise price of each relevant option has been amended to reduce such exercise price to \$0.71. There have been no other changes to the terms of the relevant options.
- Twenty-five percent (25%) of the shares subject to the option vest and become exercisable on the first anniversary measured from December 1, 2017, and the remaining shares subject to the option vest and become exercisable in 36 successive, equal monthly installments thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.
- Twenty-Five percent (25%) of the shares subject to the option vest and become exercisable on the first anniversary measured from June 1, 2018, and the remaining shares subject to the option vest and become exercisable in 36 successive, equal monthly installments thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.
- Twenty-five percent (25%) of the shares subject to the option vest and become exercisable on October 1, 2019, twenty-five percent (25%) of the shares vest and become exercisable on April 1, 2020, and the remaining shares vest and become exercisable in 12 successive, equal monthly installments thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.
- Twenty percent (20%) of the shares subject to the option vest and become exercisable upon satisfaction of one performance-based milestone, forty percent (40%) of the shares vest and become exercisable upon satisfaction of a second performance-based milestone, and the remaining forty percent (40%) of the shares vest and become exercisable upon satisfaction of a third performance-based milestone, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.
- Twenty-five percent (25%) of the shares subject to the option vest and become exercisable on July 1, 2019, twenty-five percent (25%) of the shares vest and become exercisable on January 1, 2020, and the remaining shares vest and become exercisable in 12 successive, equal monthly installments thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

**Remarks:**

/s/Timothy K. Andrews,  
attorney-in-fact for Alexander Azoy 08/08/2019

\*\* 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.**

Sienna Biopharmaceuticals, Inc.

Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of (i) the Chief Executive Officer of Sienna Biopharmaceuticals, Inc., a Delaware corporation (the "Company"), who is currently Frederick C. Beddingfield III, (ii) the Company's Chief Financial Officer, who is currently Alexander Azoy, and (iii) the Company's General Counsel, who is currently Timothy K. Andrews, and their respective successors (including anyone serving in such capacities on an interim or acting basis), signing singly, with full powers of substitution, as the undersigned's true and lawful attorney-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 Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4, and 5 and any amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 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 and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; 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 such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or 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 might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's 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, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21 day of March, 2019.

/s/ Alexander Azoy  
By: Alexander Azoy