

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>Andrews Timothy K.</u> (Last) (First) (Middle) C/O SIENNA BIOPHARMACEUTICALS, INC. 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>General Counsel & Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2019</u>	
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	01/01/2019		A		45,000	A	(1)	99,653 ⁽²⁾	D	
Common Stock								15,000	I	See Footnote ⁽³⁾
Common Stock								10,000	I	See Footnote ⁽⁴⁾

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)	\$2.32	01/01/2019		A		18,290		01/01/2019	01/01/2029	Common Stock	18,290	\$0.00	18,290	D	
Stock Options (Right to buy)	\$2.32	01/01/2019		A		22,500		(5)	01/01/2029	Common Stock	22,500	\$0.00	22,500	D	
Stock Options (Right to buy)	\$2.32	01/01/2019		A		22,500		(6)	01/01/2029	Common Stock	22,500	\$0.00	45,000	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 twenty-five percent (25%) of the total number of RSUs on July 1, 2019, twenty-five percent (25%) of the total number of RSUs on January 1, 2020, and the remaining fifty percent (50%) of the total number of RSUs on the second anniversary, in each case, subject to the Reporting Person's continued employment or service relationship with the Issuer through the applicable vesting date.
- Includes a total of 2,916 shares of the Issuer's common stock acquired pursuant to the Issuer's Employee Stock Purchase Plan.
- The shares are directly held by Steelhead Bioventures LLC, a limited liability company in which the Reporting Person holds a controlling interest.
- The shares are held directly by the Andrews Living Trust (the "Trust"), of which the Reporting Person serves as co-trustee. The Reporting Person and members of his immediate family are beneficiaries of the Trust. The Reporting Person disclaims beneficial ownership of the shares of the Issuer's common stock held by the Trust except to the extent of his pecuniary interest therein.

5. 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.

6. 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

01/03/2019

** 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.