

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. [SNNB]</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>08/06/2019</u>	
		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

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		50,000	A	(1)	145,558 ⁽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)	\$15.08	08/06/2019		D ⁽⁵⁾			60,000	(6)	06/01/2028	Common Stock	60,000	(5)	0.00	D	
Stock Options (Right to buy)	\$15	08/06/2019		D ⁽⁵⁾			8,518	(7)	07/26/2027	Common Stock	8,518	(5)	0.00	D	
Stock Options (Right to buy)	\$2.32	08/06/2019		D ⁽⁵⁾			18,290		01/01/2019 01/01/2029	Common Stock	18,290	(5)	0.00	D	
Stock Options (Right to buy)	\$2.32	08/06/2019		D ⁽⁵⁾			22,500	(8)	01/01/2029	Common Stock	22,500	(5)	0.00	D	
Stock Options (Right to buy)	\$2.32	08/06/2019		D ⁽⁵⁾			22,500	(9)	01/01/2029	Common Stock	22,500	(5)	0.00	D	
Stock Options (Right to buy)	\$0.71	08/06/2019		A ⁽⁵⁾		8,518		(7)	07/26/2027	Common Stock	8,518	(5)	8,518	D	
Stock Options (Right to buy)	\$0.71	08/06/2019		A ⁽⁵⁾		60,000		(6)	06/01/2028	Common Stock	60,000	(5)	60,000	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	Amount or Number of Shares				
Stock Options (Right to buy)	\$0.71	08/06/2019		A ⁽⁵⁾		18,290		01/01/2019	01/01/2029	Common Stock	18,290	(5)	18,290	D	
Stock Options (Right to buy)	\$0.71	08/06/2019		A ⁽⁵⁾		22,500		(8)	01/01/2029	Common Stock	22,500	(5)	22,500	D	
Stock Options (Right to buy)	\$0.71	08/06/2019		A ⁽⁵⁾		22,500		(9)	01/01/2029	Common Stock	22,500	(5)	22,500	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.
- 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 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.
- 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 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 share subject to the option vest and become exercisable on the first anniversary measured from July 26, 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 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 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.

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