

# FORM 4

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

| 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 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><b>Leuthner Brian A</b> |         | 2. Issuer Name and Ticker or Trading Symbol<br><b>ONCOSEC MEDICAL Inc [ONCS]</b> |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><b>Interim CEO</b> |  |
| (Last)  | (First) | (Middle)   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>06/28/2021</b>  |  |  |
| 24 NORTH MAIN STREET  |         |  |  |  |  |
| (Street)  |         |  | 4. If Amendment, Date Original Filed(Month/Day/Year)   |  |  |
| PENNINGTON, NJ 08534-2218   |         |  | 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)  |  |  |  |

### 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                    | 06/28/2021                           |  | A                              |   | 192,000<br><u>(1)</u>   | A          | \$ 0    | 192,000   | D  |   |
| Common Stock                    | 06/28/2021                           |  | S                              |   | 13,613<br><u>(2)</u>  | D          | \$ 3.16 | 178,387   | D  |   |

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 (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 |  |  |  |  |
| Stock Option (Right to Buy)                | \$ 3.16  | 06/28/2021                           |  | A                              |   | 33,000  |     | 06/28/2021 <u>(3)</u>                                    | 06/28/2031      | Common Stock  | 33,000                     | \$ 0                                       | 33,000   | D  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| Leuthner Brian A<br>24 NORTH MAIN STREET<br>PENNINGTON, NJ 08534-2218 |               |           | Interim CEO |       |

## Signatures

|                               |            |
|-------------------------------|------------|
| /s/ Brian A. Leuthner         | 06/29/2021 |
| 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).

(1) Reflects restricted stock units (RSUs) that were 25% vested upon grant with the remaining 75% vesting in equal quarterly installments over the next two years.

In connection with the vesting of 48,000 RSUs on June 28, 2021, a total of 13,613 shares were sold in order to satisfy the reporting person's tax withholding obligations. This sale occurred (2) automatically, and the amount sold corresponded to the tax withholding amount. The reporting person had no control with respect to such sale, which was conducted in accordance with the Issuer's corporate policies.

(3) The option is 25% vested upon grant with the remaining 75% vesting in equally in quarterly installments over the next two years.

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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