ISSUERDIRECT

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Apollo Endosurgery, Inc.

Form: 4

Date Filed: 2020-05-11

Corporate Issuer CIK: 1251769

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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
McClellan William D. Jr.	Apollo Endosurgery, Inc. [APEN]	__X__ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Last) (First) (Middle) 1120 SOUTH CAPITAL OF TEXAS HIGHWAY, BUILDING ONE, STE 300	3. Date of Earliest Transaction (Month/Day/Year) 05/07/2020	
(Street) AUSTIN, TX 78746	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ 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	05/07/2020(1)		A		10,257	A	$ 0	21,137	D	

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

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 control number.

SEC 1474 (9-02)

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				
Non-Qualified Stock Option (right to buy)	$ 2.08	05/07/2020(2)		A		28,446		(2)	05/07/2030	Common Stock	28,446.00	$ 2.08	61,111	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McClellan William D. Jr. 1120 SOUTH CAPITAL OF TEXAS HIGHWAY BUILDING ONE, STE 300 AUSTIN, TX 78746	X			

Signatures

/s/ Brian Szymczak - Attorney-in-Fact		05/11/2020
**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).

(1) Represents the grant of Restricted Stock Units ("RSU"). Each RSU provides the Reporting Person with a contingent right to receive one share of the Issuer's common stock pursuant to the Apollo Endosurgery, Inc. 2017 Equity Incentive Plan. The RSUs vest fully on the one year anniversary of the grant date, subject to the Reporting Person providing continuous service to the Issuer through each such date. Accelerated vesting may occur in the event of a Change in Control, as that term is defined in the Apollo Endosurgery, Inc. 2017 Incentive Plan.

(2) The shares underlying the option shall vest fully on the one year anniversary of the grant date, subject to the Reporting Person providing continuous service to the Issuer through such date. Accelerated vesting may occur in the event of a Change in Control, as that term is defined in the Apollo Endosurgery, Inc. 2017 Equity Incentive Plan.

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