

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden
hours per response: 0.5

INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person* <u>MILLS ROBERT S</u> (Last) (First) (Middle) <u>2600 VIA FORTUNA, SUITE 360</u> (Street) <u>AUSTIN TX 78746</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/24/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>TFF Pharmaceuticals, Inc. [TFFP]</u>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
--	--	---	---	--	---

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A preferred stock	(1)	(1)	Common Stock	10,972 ⁽¹⁾⁽²⁾	(1)	D	
Stock Option (Right to Buy)	(3)	04/06/2028	Common Stock	40,000	2.5	D	
Stock Option (Right to Buy)	(4)	09/26/2028	Common Stock	144,023	2.5	D	

Explanation of Responses:

1. All outstanding shares of Series A preferred stock plus all accrued but unpaid dividends on the Series A preferred stock will automatically convert into shares of common stock concurrent with the closing of the Issuer's IPO at a conversion price of \$2.50. The shares of Series A preferred stock have no expiration date.
2. Calculated as of the date hereof at a conversion price of \$2.50 per share of common stock.
3. This option is currently exercisable.
4. 36,005 shares vested on September 26, 2019 and the remainder of shares scheduled to vest at an approximate rate of 13,502 every three months thereafter.

/s/ Robert S. Mills, Jr.,
by Kirk Allen Coleman,

[as Attorney-in-Fact
\(Attached is signed
Limited Power of
Attorney.\)](#)

[10/24/2019](#)

** 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 5 (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.