

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

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>Desai Neil</u> (Last) (First) (Middle) C/O AADI BIOSCIENCE, INC. 17383 SUNSET BOULEVARD, SUITE A250 (Street) PACIFIC CA 90272 PALISADES (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Aadi Bioscience, Inc. [AADI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Executive Chairman</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/01/2023 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |

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 | 06/01/2023 | | S ⁽¹⁾ | | 4,982 | D | \$7.9222 ⁽²⁾ | 1,826,561 | I | See footnote ⁽³⁾ |
| Common Stock | 06/02/2023 | | S ⁽¹⁾ | | 12,443 | D | \$7.9901 ⁽⁴⁾ | 1,814,118 | I | See footnote ⁽³⁾ |
| Common Stock | 06/05/2023 | | S ⁽¹⁾ | | 17,315 | D | \$8.1096 ⁽⁵⁾ | 1,796,803 | I | See footnote ⁽³⁾ |
| Common Stock | | | | | | | | 639,698 | I | See footnote ⁽⁶⁾ |

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 | | | | | |

Explanation of Responses:

- The sales reported were effected pursuant to a Rule 10b5-1 trading plan originally adopted on September 20, 2021, as replaced on December 1, 2022, by the Reporting Person.
- Represents the weighted average share price of an aggregate total of 4,982 shares sold in the price range of \$7.82 to \$8.05 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Shares held by Neil Prafulla Desai, Trustee of the Anishka Family Trust (the "Family Trust"). The Reporting Person is trustee of the Family Trust.
- Represents the weighted average share price of an aggregate total of 12,443 shares sold in the price range of \$7.90 to \$8.07 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Represents the weighted average share price of an aggregate total of 17,315 shares sold in the price range of \$7.98 to \$8.19 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Shares held by Anishka Irrevocable 2016 Trust dated October 19, 2016 (the "Irrevocable Trust"). The Reporting Person disclaims beneficial ownership of the shares held by the Irrevocable Trust except to the extent of any pecuniary interest therein, and this filing shall not be deemed an admission that Dr. Desai is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

Remarks:

/s/ Stephen Rodin, as Attorney-in-Fact

06/05/2023

** 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.