SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Sukhtian Ghiath M.
(Last) (First) (Middle)
7TH CIRCLE, ZAHRAN ST.
ZAHRAN PLAZA BUILDING, 4TH FLOOR
(Street)
AMMAN 11844
(City) (State) (Zip)
JORDAN
(Country)

2. Issuer Name **and** Ticker or Trading Symbol
Outlook Therapeutics, Inc. [OTLK]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director ☑ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
☐ Form filed by One Reporting Person
☑ 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	08/12/2026		P		2,525,252	A	$0.99[1]	24,617,320	I	See footnote[3][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	Amount or Number of Shares				
Warrants (right to buy)	$1.1	08/12/2026		P		2,525,252		08/14/2026[2]	08/14/2031[2]	Common Stock	2,525,252	$0[1]	2,525,252	I	See footnote[3][4]

1. Name and Address of Reporting Person*
Sukhtian Ghiath M.
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7TH CIRCLE, ZAHRAN ST.
ZAHRAN PLAZA BUILDING, 4TH FLOOR
(Street)
AMMAN 11844
(City) (State) (Zip)
JORDAN
(Country)

1. Name and Address of Reporting Person*
GMS Ventures & Investments
(Last) (First) (Middle)
C/O INTERTRUST CORP. SVCS. (CAYMAN) LTD.
190 ELGIN AVENUE
(Street)
GEORGE TOWN KY1-9007
(City) (State) (Zip)
CAYMAN ISLANDS
(Country)

Explanation of Responses:

1. On August 12, 2026, the Issuer entered into an underwriting agreement with Piper Sandler & Co. and BTIG, LLC, as representatives of the several underwriters named therein, relating to an underwritten public offering by the Issuer of shares of its common stock and accompanying warrants to purchase shares of common stock at a combined public offering price of $0.99 per share of common stock and accompanying warrant. The offering closed on August 14, 2026. The price reported in Table I above represents the combined public offering price for one share of common stock and one accompanying warrant to purchase one share of common stock; no separate consideration was paid for the accompanying warrants, and accordingly the price of the derivative security reported in Table II above is $0.00.

2. The warrants were exercisable immediately upon issuance and expire five years from the date of issuance, on August 14, 2031. The warrants are subject to a beneficial ownership limitation that prohibits exercise to the extent the holder, together with its affiliates and other attribution parties, would beneficially own more than the applicable percentage of the Issuer's outstanding common stock immediately after giving effect to such exercise.

3. These securities are held of record by GMS Ventures. Ghiath M. Sukhtian ("Ghiath Sukhtian"), a natural person, is the holder of a controlling interest in GMS Ventures. GMS Ventures has designated two representatives to serve on the Issuer's board of directors. Therefore, each of GMS Ventures and Ghiath Sukhtian may be deemed a director by deputization.

4. By virtue of the relationships described above in Footnote 3, Ghiath Sukhtian may be deemed to have voting and investment power with respect to the securities held by GMS Ventures noted above and as a result may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Reporting Persons disclaim beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Exchange Act, except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Persons are the beneficial owners of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

/s/ Ghiath M. Sukhtian, By: Lawrence Kenyon, Attorney-in-Fact	08/14/2026
/s/ GMS Ventures and Investments, By: Lawrence Kenyon, Attorney-in-Fact	08/14/2026
** 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.