

OMB APPROVAL	
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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

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* <u>Sukhtian Ghiath M.</u> (Last) (First) (Middle) 7TH CIRCLE, ZAHRAN ST. ZAHRAN PLAZA BUILDING, 4TH FLOOR (Street) AMMAN M2 11844 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Outlook Therapeutics, Inc. [OTLK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/17/2025	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 01/22/2025	

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 ⁽¹⁾	01/17/2025		M ⁽²⁾		3,458,571	A	\$2.51	9,266,645	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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
Sukhtian Ghiath M.
 (Last) (First) (Middle)
 7TH CIRCLE, ZAHRAN ST.
 ZAHRAN PLAZA BUILDING, 4TH FLOOR
 (Street)
 AMMAN M2 11844
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GMS Ventures & Investments
 (Last) (First) (Middle)
 190 ELGIN AVENUE GEORGE TOWN
 (Street)
 GRAND CAYMAN E9 KY1-9007
 (City) (State) (Zip)

Explanation of Responses:

1. On January 22, 2025, the Reporting Persons filed a Form 4 reporting the exercise of certain warrants to purchase shares of the Issuer's common stock. This amendment is being filed to report the receipt of shares of the Issuer's common stock upon the exercise of such warrants and to correct the date of earliest transaction reported.

2. Pursuant to the terms of a warrant exercise inducement offer letter agreement, dated as of January 16, 2025, by and between Outlook Therapeutics, Inc. (the "Issuer") and GMS Ventures and Investments ("GMS Ventures"), GMS Ventures agreed to exercise its existing warrant to purchase shares of the Issuer's common stock, par value \$0.01 per share (the "Common Stock"), at a reduced exercise price of \$2.51 per share in exchange for the Company's agreement to issue new warrants to purchase 6,917,142 shares of Common Stock.

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 owner 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 03/12/2025

/s/ GMS Ventures and
Investments, By: Lawrence Kenyon, Attorney-in-Fact 03/12/2025

** 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.