

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>BioLexis Pte Ltd.</u> (Last) (First) (Middle) 36 ROBINSON ROAD #13-01 CITY HOUSE (Street) SINGAPORE U0 068877 (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) 01/27/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	01/29/2020		M		4,657,852	A	\$0.232	21,606,437	D ⁽¹⁾⁽²⁾	

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				
Warrant (Right to Buy)	\$7.2 ⁽³⁾	01/27/2020		D ⁽⁴⁾			2,093,750 ⁽³⁾	(5)	10/31/2025	Common Stock	2,093,750	\$0.00 ⁽⁶⁾	0	D ⁽¹⁾⁽²⁾	
Warrant (Right to Buy)	\$0.232	01/27/2020		A ⁽⁴⁾		2,093,750		(5)	10/31/2025	Common Stock	2,039,750	\$0.00 ⁽⁶⁾	2,039,750	D ⁽¹⁾⁽²⁾	
Warrant (Right to Buy)	\$7.8 ⁽³⁾	01/27/2020		D ⁽⁷⁾			1,282,051 ⁽³⁾	(5)	05/14/2026	Common Stock	1,282,051	\$1 ⁽³⁾	0	D ⁽¹⁾⁽²⁾	
Warrant (Right to Buy)	\$0.232	01/27/2020		A ⁽⁷⁾		1,282,051		(5)	05/14/2026	Common Stock	1,282,051	\$1 ⁽³⁾	1,282,051	D ⁽¹⁾⁽²⁾	
Warrant (Right to Buy)	\$7.8 ⁽³⁾	01/27/2020		D ⁽⁸⁾			1,282,051 ⁽³⁾	(5)	06/08/2026	Common Stock	1,282,051	\$1 ⁽³⁾	0	D ⁽¹⁾⁽²⁾	
Warrant (Right to Buy)	\$0.232	01/27/2020		A ⁽⁸⁾		1,282,051		(5)	06/08/2026	Common Stock	1,282,051	\$1 ⁽³⁾	1,282,051	D ⁽¹⁾⁽²⁾	
Warrant (Right to Buy)	\$0.232	01/29/2020		M			2,093,750	(5)	10/31/2025	Common Stock	2,093,750	\$0.00 ⁽⁶⁾	0	D ⁽¹⁾⁽²⁾	
Warrant (Right to Buy)	\$0.232	01/29/2020		M			1,282,051	(5)	05/14/2026	Common Stock	1,282,051	\$1	0	D ⁽¹⁾⁽²⁾	
Warrant (Right to Buy)	\$0.232	01/29/2020		M			1,282,051	(5)	06/08/2026	Common Stock	1,282,051	\$1	0	D ⁽¹⁾⁽²⁾	

1. Name and Address of Reporting Person*
BioLexis Pte Ltd.
 (Last) (First) (Middle)
 36 ROBINSON ROAD
 #13-01 CITY HOUSE
 (Street)
 SINGAPORE U0 068877
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Pillai Arun Kumar
 (Last) (First) (Middle)
 #30, 1ST MAIN

J.P. NAGAR 3RD PHASE

(Street)
BANGALORE K7 560078

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Sukhtian Ghiath M.

(Last) (First) (Middle)
7TH CIRCLE, ZAHRAN STREET
ZAHRAN PLAZA BLDG, 4TH FLOOR

(Street)
AMMAN M2 11844

(City) (State) (Zip)

Explanation of Responses:

1. These securities are held of record by BioLexis Pte Ltd. ("BioLexis"). Tenshi Life Sciences Private Limited ("Tenshi"), a private investment vehicle controlled by Arun Kumar Pillai ("Kumar"), and GMS Pharma (Singapore) Pte. Limited ("GMS Pharma"), a private investment company and wholly-owned subsidiary of GMS Holdings, are the 50:50 beneficial owners of BioLexis, in which each of Tenshi and GMS Pharma owns 50% of the outstanding voting shares. Kumar, a natural person, is the holder of a controlling interest in Tenshi. Ghiath M. Sukhtian ("Ghiath Sukhtian"), a natural person, is the holder of a controlling interest in GMS Holdings, which is the holder of a controlling interest in GMS Pharma.
2. By virtue of the relationships described above in Footnote 1, Kumar and Ghiath Sukhtian may be deemed to have voting and investment power with respect to the securities held by BioLexis 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. BioLexis has designated four representatives to serve on the Issuer's board of directors. 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.
3. Reflects the 1:8 reverse stock split effected by the Issuer on March 15, 2019.
4. The two reported transactions involved an amendment of an outstanding Warrant, resulting in the deemed cancellation of the "old" Warrant and the issuance of a replacement Warrant. The Warrant was originally issued on October 31, 2017.
5. Immediately exercisable.
6. This Warrant was issued to BioLexis in consideration of its purchase of Series A Preferred Stock pursuant to that certain Purchase Agreement dated October 31, 2017.
7. The two reported transactions involved an amendment of an outstanding Warrant, resulting in the deemed cancellation of the "old" Warrant and the issuance of a replacement Warrant. The Warrant was originally issued on May 14, 2018.
8. The two reported transactions involved an amendment of an outstanding Warrant, resulting in the deemed cancellation of the "old" Warrant and the issuance of a replacement Warrant. The Warrant was originally issued on June 8, 2018.

Remarks:

/s/ BioLexis Pte. Ltd., By:
Lawrence Kenyon, Attorney-in- 01/29/2020
Fact
/s/ Lawrence Kenyon, Attorney- 01/29/2020
in-Fact
/s/ Lawrence Kenyon, Attorney- 01/29/2020
in-Fact
 ** 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.

POWER OF ATTORNEY

(For Executing Form ID and Forms 3, 4 and 5 and Schedules 13D and 13G)

Know all by these presents, that the undersigned hereby constitutes and appoints each of Lawrence Kenyon of Outlook Therapeutics, Inc. (the "Company") and Yezan Haddadin, each a director of the Company, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") Form ID and Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder in the undersigned's capacity as a beneficial owner of a registered class of securities of the Company;

(2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form ID and Forms 3, 4 or 5, Schedules 13D and 13G (including amendments thereto and joint filing agreements in connection therewith) and Forms 144, and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Exchange Act and Rule 144 thereunder.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Form ID or Forms 3, 4 and 5 or Schedules 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or a director of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: December 30, 2019

BioLexis Pte Ltd.

By: /s/ Faisal G. Sukhtian
Name: Faisal G. Sukhtian
Title: Director

POWER OF ATTORNEY

(For Executing Form ID and Forms 3, 4 and 5 and Schedules 13D and 13G)

Know all by these presents, that the undersigned hereby constitutes and appoints each of Lawrence Kenyon of Outlook Therapeutics, Inc. (the "Company") and Yezan Haddadin and Faisal G. Sukhtian each a director of the Company, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") Form ID and Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder in the undersigned's capacity as a beneficial owner of a registered class of securities of the Company;

(2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form ID and Forms

3, 4 or 5, Schedules 13D and 13G (including amendments thereto and joint filing agreements in connection therewith) and Forms 144, and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Exchange Act and Rule 144 thereunder.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: December 30, 2019

By: /s/ Ghiath M. Sukhtian
Name: Ghiath M. Sukhtian

POWER OF ATTORNEY

(For Executing Form ID and Forms 3, 4 and 5 and Schedules 13D and 13G)

Know all by these presents, that the undersigned hereby constitutes and appoints each of Lawrence Kenyon of Outlook Therapeutics, Inc. (the "Company") and Yezan Haddadin and Faisal G. Sukhtian each a director of the Company, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") Form ID and Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder in the undersigned's capacity as a beneficial owner of a registered class of securities of the Company;

(2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form ID and Forms 3, 4 or 5, Schedules 13D and 13G (including amendments thereto and joint filing agreements in connection therewith) and Forms 144, and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their

substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Exchange Act and Rule 144 thereunder.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Form ID or Forms 3, 4 and 5 or Schedules 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or a director of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: December 30, 2019

By: /s/ Arun Kumar Pillai
Name: Arun Kumar Pillai