

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>LAU JOHNSON YIU NAM</u>  (Last) (First) (Middle) <u>C/O ATHENEX, INC.</u> <u>1001 MAIN STREET, SUITE 600</u>  (Street) <u>BUFFALO NY 14203</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Athenex, Inc. [ ATNX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/09/2020</u>	
	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	12/09/2020		M		10,000	A	\$4.55	3,162,959	D	
Common Stock								678,880	I <sup>(1)(2)</sup>	By Avalon Biomedical (Management) Limited <sup>(1)(2)</sup>
Common Stock								164,925	I <sup>(2)</sup>	By Spouse <sup>(2)</sup>
Common Stock								107,181 <sup>(3)</sup>	I <sup>(1)(2)(3)</sup>	By Avalon Polytom (HK) Limited <sup>(1)(2)(3)</sup>

**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					
Stock Option (Right to Buy)	\$4.55	12/09/2020		M		10,000		05/09/2014	05/09/2021	Common Stock 10,000	\$0.00	155,000	D	
Stock Option (Right to Buy)	\$4.55							03/26/2013	03/26/2022	Common Stock 150,000		150,000	D	
Stock Option (Right to Buy)	\$4.55							01/02/2013	01/02/2023	Common Stock 1,200,000		1,200,000	D	
Stock Option (Right to Buy)	\$7.5							05/22/2018	05/22/2025	Common Stock 1,400,000		1,400,000	D	
Stock Option (Right to Buy)	\$11							06/13/2018	06/13/2027	Common Stock 1		1	D	
Stock Option (Right to Buy)	\$9							07/17/2019	07/17/2025	Common Stock 54,904		54,904	I <sup>(1)(2)</sup>	By Avalon Biomedical (Management) Limited <sup>(1)(2)</sup>
Stock Option (Right to Buy)	\$17.3							(4)	03/27/2028	Common Stock 250,000		250,000	D	
Stock Option (Right to Buy)	\$13.17							(5)	02/28/2029	Common Stock 250,000		250,000	D	
Stock Option (Right to Buy)	\$7.32							12/31/2020 <sup>(6)</sup>	03/24/2030	Common Stock 55,045		55,045	D	

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(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				
Stock Option (Right to Buy)	\$12.45							(7)	06/05/2030	Common Stock	300,000		300,000	D	

**Explanation of Responses:**

- Avalon Biomedical (Management) Limited ("Avalon Biomedical") is an indirect wholly-owned subsidiary of Avalon Global Holdings Limited ("Avalon Global"). Dr. Johnson Lau ("Dr. Lau") owns all of the outstanding interests in Creative Decade Global Limited, which owns 34.63% of the outstanding interests in Avalon Global, and Dr. Lau serves on the board of directors of Avalon Global and has shared voting and dispositive power with respect to the shares held by Avalon Biomedical.
- Dr. Lau disclaims beneficial ownership of the reported securities except to the extent, if any, of its or his pecuniary interest therein, and this report shall not be deemed an admission that Dr. Lau is the beneficial owner of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- These shares were acquired pursuant to the terms of a License Agreement dated as of June 29, 2018 by and between Athenex Therapeutics Limited, a wholly-owned subsidiary of Athenex, Inc. ("Athenex") and Avalon Polytom (HK) Limited, a majority-owned affiliate of Avalon Global. The number of shares was determined by dividing \$2.0 million by the closing price of Athenex common stock on June 29, 2018.
- This option vests in four equal annual installments beginning on March 27, 2019.
- This option vests in four equal annual installments beginning on February 28, 2020.
- This option was issued to the reporting person pursuant to the 2017 Omnibus Incentive Plan in lieu of \$363,846.14 of base salary.
- This option vests in four equal annual installments beginning on June 5, 2021.

**Remarks:**

Dr. Lau paid the exercise price of the stock options, paid the required tax and retained the shares.

/s/Teresa Bair, Attorney-in-Fact 12/09/2020

\*\* 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.

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