

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).

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>Fok Manson</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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/07/2019</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	11/07/2019		P		50,000	A	\$11.67 ⁽¹⁾	1,869,609	D	
Common Stock								678,880	I ⁽²⁾⁽³⁾	By Avalon Biomedical (Management) Limited ⁽²⁾⁽³⁾
Common Stock								107,181 ⁽⁴⁾	I ⁽²⁾⁽³⁾⁽⁴⁾	By Avalon Polytom (HK) Limited ⁽²⁾⁽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				
Stock Option (Right to Buy)	\$4.55							01/02/2014	01/02/2023	Common Stock	80,000		80,000	D	
Stock Option (Right to Buy)	\$4.55							05/13/2014	05/13/2023	Common Stock	48,000		48,000	D	
Stock Option (Right to Buy)	\$4.55							10/11/2015	10/11/2023	Common Stock	20,000		20,000	D	
Stock Option (Right to Buy)	\$4.55							06/12/2016	06/12/2024	Common Stock	40,000		40,000	D	
Stock Option (Right to Buy)	\$7.5							05/18/2016	05/18/2025	Common Stock	48,000		48,000	D	

**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)				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)	\$9							10/17/2017	10/17/2025	Common Stock	48,000		48,000	D	
Stock Option (Right to Buy)	\$11							(5)	06/13/2027	Common Stock	27,000		27,000	D	
Stock Option (Right to Buy)	\$9							07/17/2018	07/17/2025	Common Stock	54,904		54,904	I ⁽²⁾⁽³⁾	By Avalon Biomedical (Management) Limited ⁽²⁾⁽³⁾
Stock Option (Right to Buy)	\$17.3							(6)	03/27/2028	Common Stock	15,000		15,000	D	
Stock Option (Right to Buy)	\$13.17							(7)	02/28/2029	Common Stock	10,000		10,000	D	

Explanation of Responses:

- This transaction was executed in multiple trades ranging from \$11.54 to \$11.78. The price reported in Column 4 is a weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder full information regarding the number of shares and prices at which the transactions were effected.
- Avalon Biomedical (Management) Limited ("Avalon Biomedical") is an indirect wholly-owned subsidiary of Avalon Global Holdings Limited ("Avalon Global"). Mason Fok, M.B., B.S. ("Dr. Fok"), together with his spouse, own all of the outstanding interests in Sino Glory Developments Limited, which owns 34.63% of the outstanding interests in Avalon Global, and Dr. Fok 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. Fok 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. Fok 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 June 13, 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.

Remarks:

/s/ Teresa Bair, Attorney-in-Fact 11/12/2019

** 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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