

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).

1. Name and Address of Reporting Person* <u>Bjorkquist Jeanette M</u> (Last) (First) (Middle) C/O ASSEMBLY BIOSCIENCES, INC. 331 OYSTER POINT BLVD, FOURTH FLOOR (Street) SOUTH SAN FRANCISCO CA 94080 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>ASSEMBLY BIOSCIENCES, INC. [ ASMB ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Principal Accounting Officer</u>		
3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					
4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

**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	03/29/2023		A		6,250 <sup>(1)</sup>	A	\$0.00	24,580 <sup>(2)</sup>	D	
Common Stock	03/30/2023		S <sup>(3)</sup>		774	D	\$0.8232 <sup>(4)</sup>	23,806	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)		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
Stock Option (right to buy)	\$1.53	02/16/2023		A		2,000		(5)	02/16/2033	Common Stock	2,000	\$0.00	2,000	D	
Stock Option (right to buy)	\$0.89	03/29/2023		A		12,500		(1)	03/29/2033	Common Stock	12,500	\$0.00	12,500	D	

**Explanation of Responses:**

- Grant of restricted stock units. The restricted stock units vest in four equal installments, assuming continuous service on each vesting date, as follows: March 29, 2024; March 29, 2025; March 29, 2026; and March 29, 2027.
- Includes 2,500 shares acquired under the Assembly Biosciences, Inc. Amended and Restated 2018 Employee Stock Purchase Plan on November 14, 2022.
- The sale reported on this Form 4 represents shares sold by the reporting person to cover tax withholding obligations in connection with the vesting and settlement of Restricted Stock Units ("RSUs"). The sale is mandated by an administrative rule adopted by the Compensation Committee of the Issuer's Board of Directors that requires the satisfaction of tax withholding obligations to be funded by a "sell-to-cover" transaction and does not represent a discretionary transaction by the reporting person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.7795 to \$0.89, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within.
- Grant of stock options. The stock options vest over four years, assuming continuous service on each vesting date, as follows: 25% vest on the first anniversary of the date of grant, February 16, 2024; and the remaining 75% vest in 36 approximately equal monthly installments, with the options becoming fully vested on February 16, 2027.

**Remarks:**

/s/ John O. Gunderson, as Attorney-in-Fact 03/31/2023

\*\* 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.