

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Sooch Mina</b>		2. Issuer Name and Ticker or Trading Symbol <b>Ocuphire Pharma, Inc. [OCUP]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President and CEO</b>	
(Last) (First) (Middle) <b>C/O OCUPHIRE PHARMA, INC., 37000 GRAND RIVER AVE, SUITE 120</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>11/05/2020</b>			
(Street) <b>FARMINGTON HILLS, MI 48335</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		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	
(City) (State) (Zip)					

### 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	11/05/2020		A		788,520	A	(1)	788,520	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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### 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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$ 0.90	11/05/2020		A		178,284	(2)	10/01/2028	Common Stock	178,284	(1)	178,284	D	
Employee Stock Option (right to buy)	\$ 1.21	11/05/2020		A		158,475	(3)	12/27/2029	Common Stock	158,475	(1)	158,475	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sooch Mina C/O OCUPHIRE PHARMA, INC. 37000 GRAND RIVER AVE, SUITE 120 FARMINGTON HILLS, MI 48335	X		President and CEO	

## Signatures

/s/ Emily J. Johns, by Power of Attorney		11/09/2020
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* 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).

The reporting person acquired the shares and options to acquire shares of the common stock of Rexahn Pharmaceuticals, Inc. ("Rexahn") on November 5, 2020, in exchange for shares and options to acquire shares of the common stock of Ocuphire Pharma, Inc. ("Ocuphire"), pursuant to the Agreement and Plan of Merger and Reorganization, dated as of June 17, 2020, as

(1) amended, between Rexahn, Razor Merger Sub, Inc. and Ocuphire pursuant to which Ocuphire became a wholly-owned subsidiary of Rexahn. Per the terms of the Merger Agreement, each share of Ocuphire common stock was converted into the right to receive 1.0565 shares of Rexahn common stock. Subsequent to the merger, the name of the issuer was changed from Rexahn Pharmaceuticals, Inc. to Ocuphire Pharma, Inc.

(2) The option is fully vested.

(3) 19,017 shares vested on December 31, 2019, and the remaining shares vest in equal monthly installments from January 2020 through December 2021, subject to continued service.

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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