

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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>Krempa David</u> (Last) (First) (Middle) <u>21925 W FIELD PARKWAY</u> <u>SUITE 235</u> (Street) <u>DEER</u> <u>IL</u> <u>60010</u> <u>PARK</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/01/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>Eton Pharmaceuticals, Inc. [ETON]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> Officer (give title below) <u>Chief Business Officer</u> 10% Owner Other (specify below)	5. If Amendment, Date of 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>12,831</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Employee Stock Option (Right to buy)</u>	<u>(1)</u>	<u>08/06/2027</u>	<u>Common Stock</u>	<u>25,000</u>	<u>1.38</u>	<u>D</u>	
<u>Employee Stock Option (Right to buy)</u>	<u>(2)</u>	<u>11/09/2027</u>	<u>Common Stock</u>	<u>25,000</u>	<u>1.37</u>	<u>D</u>	
<u>Employee Stock Option (Right to buy)</u>	<u>(3)</u>	<u>02/19/2029</u>	<u>Common Stock</u>	<u>95,000</u>	<u>7.31</u>	<u>D</u>	
<u>Employee Stock Option (Right to buy)</u>	<u>(4)</u>	<u>03/11/2030</u>	<u>Common Stock</u>	<u>156,200</u>	<u>3.58</u>	<u>D</u>	
<u>Employee Stock Option (Right to buy)</u>	<u>(5)</u>	<u>05/02/2031</u>	<u>Common Stock</u>	<u>85,000</u>	<u>8.61</u>	<u>D</u>	
<u>Employee Stock Option (Right to buy)</u>	<u>(6)</u>	<u>10/28/2031</u>	<u>Common Stock</u>	<u>20,000</u>	<u>5.76</u>	<u>D</u>	
<u>Employee Stock Option (Right to buy)</u>	<u>(7)</u>	<u>02/06/2032</u>	<u>Common Stock</u>	<u>158,270</u>	<u>3.78</u>	<u>D</u>	
<u>Employee Stock Option (Right to buy)</u>	<u>(8)</u>	<u>02/19/2033</u>	<u>Common Stock</u>	<u>74,283</u>	<u>3.47</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(9)</u>	<u>(9)</u>	<u>Common Stock</u>	<u>40,000</u>	<u>0</u>	<u>D</u>	

Explanation of Responses:

1. Fully vested

2. Fully vested

3. Fully vested

4. 105,770 options vested. The remainder vest at the rate of 3,879 options/month

5. 38,958 options vested. The remainder vest at the rate of 1,771 options/month
6. Fully vested
7. 42,864 options vested. The remainder vest at the rate of 3,297 options/month
8. The options vest in 48 equal monthly installments.
9. The Restricted Stock Units vest in four equal installments on July 12, 2023, 2024, 2025 and 2026

Remarks:

Exhibit List - Exhibit 24: Power of Attorney

/s/ David Krempa

03/08/2023

** 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 5 (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.

SECTION 16 POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Sean E. Brynjelsen and James R. Gruber, my true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution, for me and in my name, place and stead, in any and all capacities, to sign any and all Forms 3, 4 or 5 in connection with my beneficial ownership of securities of **Eton Pharmaceuticals, Inc.** (the “Company”) that may be required of me pursuant to Section 16 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, and to file the same and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute, may lawfully do or cause to be done by virtue hereof.

I declare that any act or thing lawfully done hereunder by my said attorneys-in-fact and agents shall be binding on myself and my heirs, legal and personal representatives, and assigns, whether the same shall have been done before or after my death, or other revocation of this instrument, unless and until reliable notice thereof shall have been received by any party who, upon the faith of this instrument, accepts my said attorneys-in-fact and agents as authorized to represent me.

This power of attorney and the authority of my attorneys-in-fact and agents hereunder shall not terminate on my disability but shall remain in full force and effect for so long as I am an officer or director of the Company and for such time hereafter as may be necessary to file any such reports.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of March, 2023.

/s/ David Krempa

David Krempa
