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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001130598

Name of Issuer

Traws Pharma, Inc.

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous Names

None

Onconova Therapeutics, Inc.

ONCONOVA THERAPEUTICS, INC.

ONCONOVA THERAPEUTICS INC

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

Traws Pharma, Inc.

Street Address 1

12 Penns Trail

Street Address 2

City

Newtown

State/Province/Country

PENNSYLVANIA

ZIP/PostalCode

18940

Phone Number of Issuer

2677593680

3. Related Persons

Last Name

Cautreels

First Name

Werner

Middle Name

Street Address 1

12 Penns Trail

Street Address 2

City

Newtown

State/Province/Country

PENNSYLVANIA

ZIP/PostalCode

18940

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Chief Executive Officer and Executive Chairman of the Board

Last Name

Fruchtman

First Name

Steven

Middle Name

Street Address 1

12 Penns Trail

Street Address 2

City

Newtown

State/Province/Country

PENNSYLVANIA

ZIP/PostalCode

18940

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

President and Chief Scientific Officer, Oncology

Last Name

Guerin

First Name

Mark

Middle Name

Street Address 1

12 Penns Trail

Street Address 2

City

Newtown

State/Province/Country

PENNSYLVANIA

ZIP/PostalCode

18940

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Chief Financial officer

Last Name	First Name	Middle Name
Redfield	Robert	
Street Address 1	Street Address 2	
12 Penns Trail		
City	State/Province/Country	ZIP/PostalCode
Newtown	PENNSYLVANIA	18940

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Chief Medical Officer

Last Name	First Name	Middle Name
Pauza	David	
Street Address 1	Street Address 2	
12 Penns Trail		
City	State/Province/Country	ZIP/PostalCode
Newtown	PENNSYLVANIA	18940

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Chief Scientific Officer, Virology

Last Name	First Name	Middle Name
Dukes	Ian	
Street Address 1	Street Address 2	
12 Penns Trail		
City	State/Province/Country	ZIP/PostalCode
Newtown	PENNSYLVANIA	18940

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Savchuk	Nikolay	
Street Address 1	Street Address 2	
12 Penns Trail		
City	State/Province/Country	ZIP/PostalCode
Newtown	PENNSYLVANIA	18940

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Chief Operating Officer

Last Name	First Name	Middle Name
Clarke	Trafford	
Street Address 1	Street Address 2	
12 Penns Trail		
City	State/Province/Country	ZIP/PostalCode
Newtown	PENNSYLVANIA	18940

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Marino	James	
Street Address 1	Street Address 2	
12 Penns Trail		

City Newtown State/Province/Country PENNSYLVANIA ZIP/PostalCode 18940

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Shoemaker First Name M. Middle Name Theresa

Street Address 1 Street Address 2

12 Penns Trail

City Newtown State/Province/Country PENNSYLVANIA ZIP/PostalCode 18940

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Stover First Name Jack Middle Name E.

Street Address 1 Street Address 2

12 Penns Trail

City Newtown State/Province/Country PENNSYLVANIA ZIP/PostalCode 18940

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- Agriculture, Banking & Financial Services, Business Services, Energy, Health Care, Manufacturing, Real Estate, Retailing, Restaurants, Technology, Travel, Other

5. Issuer Size

- Revenue Range OR Aggregate Net Asset Value Range, No Revenues, \$1 - \$1,000,000, \$1,000,001 - \$5,000,000, \$5,000,001 - \$25,000,000, \$25,000,001 - \$100,000,000, No Aggregate Net Asset Value, \$1 - \$5,000,000, \$5,000,001 - \$25,000,000, \$25,000,001 - \$50,000,000, \$50,000,001 - \$100,000,000

Over \$100,000,000

Decline to Disclose

Not Applicable

Over \$100,000,000

Decline to Disclose

Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Investment Company Act Section 3(c)

Rule 504(b)(1) (not (i), (ii) or (iii))

Section 3(c)(1)

Section 3(c)(9)

Rule 504 (b)(1)(i)

Section 3(c)(2)

Section 3(c)(10)

Rule 504 (b)(1)(ii)

Section 3(c)(3)

Section 3(c)(11)

Rule 504 (b)(1)(iii)

Section 3(c)(4)

Section 3(c)(12)

Rule 506(b)

Section 3(c)(5)

Section 3(c)(13)

Rule 506(c)

Section 3(c)(6)

Section 3(c)(14)

Securities Act Section 4(a)(5)

Section 3(c)(7)

7. Type of Filing

New Notice Date of First Sale 2024-04-01 First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

Equity

Pooled Investment Fund Interests

Debt

Tenant-in-Common Securities

Option, Warrant or Other Right to Acquire Another Security

Mineral Property Securities

Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Other (describe)

Shares of Common Stock and Series C Preferred Stock

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

This offering was made in connection with a merger that closed on April 1, 2024 whereby Trawsfynydd Therapeutics, Inc. became a wholly owned subsidiary of Onconova Therapeutics, Inc.

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient

Recipient CRD Number None

None

None

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Finalis Securities LLC

305908

Street Address 1

Street Address 2

187 Lafayette Street

7th & 8th Floors

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10013

State(s) of Solicitation (select all that apply) All States

Foreign/non-US

CALIFORNIA

FLORIDA

MARYLAND

13. Offering and Sales Amounts

Total Offering Amount \$14,000,000 USD or Indefinite
Total Amount Sold \$14,000,000 USD
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. _____
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$1,039,500 USD Estimate
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Traws Pharma, Inc.	/s/ Mark Guerin	Mark Guerin	Chief Financial Officer	2024-04-16

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
