

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 * <b>MARINO JAMES J</b>  (Last) (First) (Middle)  <b>C/O ONCONOVA THERAPEUTICS</b> <b>375 PHEASANT RUN</b>  (Street) <b>NEWTOWN PA 18940</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Onconova Therapeutics, Inc. [ ONTX ]</b>	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) <b>09/25/2019</b>	
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	09/25/2019		P		7,260	A	\$1.6	16,942	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
Warrant (right to purchase)	\$1.01 <sup>(1)</sup>	09/25/2019		H <sup>(3)</sup>			5,000	02/12/2018	(2)	Series A Convertible Preferred Stock	5,000	(3)	0	D	
Warrant (right to purchase)	\$0.1067	09/25/2019		P <sup>(3)</sup>			5,000	09/25/2019	12/31/2022	Series A Convertible Preferred Stock	5,000	(3)	5,000	D	
Warrant (right to purchase)	\$0.425 <sup>(4)</sup>	09/25/2019		H <sup>(6)</sup>			1,472.5	05/01/2018	(5)	Series B Convertible Preferred Stock	1,472.5	(6)	0	D	
Warrant (right to purchase)	\$0.1067	09/25/2019		P <sup>(6)</sup>			1,472.5	09/25/2019	12/31/2022	Series B Convertible Preferred Stock	1,472.5	(6)	1,472.5	D	

**Explanation of Responses:**

- These warrants were acquired in a public offering, by Onconova Therapeutics, Inc. (the Company), of units which included one share of common stock and one warrant. The public offering price for each unit was \$1.01.
- The warrants were exercisable immediately at an exercise price of \$1.01 per 0.1 share of Series A Convertible Preferred Stock and would expire on the later of (i) the one-year anniversary of the date on which the Company publicly announces through the filing of a Current Report on Form 8-K that a Charter Amendment, increasing the number of available common shares, has been filed with the Secretary of State of the State of Delaware and (ii) the earlier of (A) the one-month anniversary of the date on which the Company publicly releases certain topline results of the INSPIRE Pivotal phase 3 trial that compare the overall survival (OS) of patients in the rigosertib group vs the Physician's Choice group, in all patients and in a subgroup of patients with IPSS-R very high risk and (B) December 31, 2019.
- In connection with a purchase of the Company's common stock on September 25, 2019 the terms of a warrant to purchase Series A preferred stock, previously purchased on February 12, 2018, were amended as follows: (1) the exercise price of the warrant to purchase one share of common stock on an as-exercised and as-converted basis was reduced from \$1.01 per 0.1 share of Series A Preferred Stock to \$0.10667 per 0.1 share of Series A Preferred Stock which, on an as-converted basis, equals \$1.60 per share of common stock, and (2) the expiration date of the warrant was extended to December 31, 2022. The price for amending Series A Preferred Stock Warrants was \$0.125 per share (on an as-converted basis per share of common stock).
- These warrants were acquired in a public offering, by the Company, of units which included one share of common stock and one warrant. The public offering price for each unit was \$0.425.
- The warrants were exercisable immediately at an exercise price of \$0.425 per 0.025 share of Series B Convertible Preferred Stock and would expire on the 18-month anniversary of the date on which the Company publicly announced through the filing of a Current Report on Form 8-K that a Charter Amendment, increasing the number of available common shares, has been filed with the Secretary of State of the State of Delaware.

6. In connection with a purchase of the Company's common stock on September 25, 2019 the terms of a warrant to purchase Series B preferred stock, previously purchased on May 1, 2018, were amended as follows: (1) the exercise price of the warrant to purchase one share of common stock on an as-exercised and as-converted basis was reduced from \$0.425 per 0.025 share of Series B Preferred Stock to \$0.10667 per 0.025 share of Series B Preferred Stock which, on an as-converted basis, equals \$ 1.60 per share of common stock, and (2) the expiration date of the warrant was extended to December 31, 2022. The price for amending Series B Preferred Stock Warrants was \$0.125 per share (on an as-converted basis per share of common stock).

/s/ Mark Guerin as attorney-in-  
fact

09/26/2019

\*\* 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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