

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Schuetz Thomas J.</u> (Last) (First) (Middle) C/O COMPASS THERAPEUTICS, INC. 80 GUEST ST., SUITE 601 (Street) BOSTON MA 02135 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Compass Therapeutics, Inc. [CMPX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CHIEF EXECUTIVE OFFICER
	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2023	
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	02/08/2023		A		500,000 ⁽¹⁾	A	\$0	5,971,873 ⁽²⁾	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)	\$3.93	02/08/2023		A		700,000		(3)	02/07/2033	Common Stock	700,000	\$0	700,000	D	

Explanation of Responses:

- Represents restricted stock units ("RSU") granted to the reporting person on February 8, 2023. Each RSU represents a contingent right to receive one share of common stock. The award is subject to service-based vesting conditions and vests in four equal annual installments, with the first installment vesting on February 8, 2024.
- 100,751 of these shares of common stock underlie unvested restricted stock awards that are subject to a right of repurchase in favor of the issuer, which vest as follows: restricted stock award granted on July 3, 2019, with the remaining 33,525 shares vesting approximately equally per month with shares fully vested on July 31, 2023 and restricted stock award granted on December 20, 2019, with the remaining 67,226 shares vesting approximately equally per month with shares fully vested on December 31, 2023. 450,000 of the shares represents unvested restricted stock units ("RSU") granted to the reporting person on November 16, 2021. 500,000 of the shares represents unvested restricted stock units ("RSU") granted to the reporting person on February 8, 2023. Each RSU represents a contingent right to receive one share of common stock. The award is subject to service-based vesting conditions and vests in four equal annual installments, with the first installment vested on November 15, 2022.
- The options vest over 48 substantially equal monthly installments starting March 8, 2023.

/s/ Thomas J. Schuetz

02/09/2023

** 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.