SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Leverone Jason A.

(Last) (First) (Middle)
C/O ONKURE THEREAPEUTICS, INC.
6707 WINCHESTER CIRCLE, SUITE 400

(Street)
BOULDER CO 80301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
OnKure Therapeutics, Inc. [OKUR]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☐ Director ☐ 10% Owner
☑ Officer (give title below) ☐ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

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			

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	Amount or Number of Shares				
Employee Stock Option (right to buy)	$4.14	08/07/2026		A		50,000		(1)	08/06/2036	Class A Common Stock	50,000	$0	50,000	D	
Employee Stock Option (right to buy	$21.2	08/07/2026		D			5,781	(2)	01/10/2032	Class A Common Stock	5,781	(3)(4)	0	D	
Employee Stock Option (right to buy	$4.14	08/07/2026		A		5,781		(2)	01/10/2032	Class A Common Stock	5,781	(3)(4)	5,781	D	
Employee Stock Option (right to buy)	$13.99	08/07/2026		D			5,322	(5)	08/29/2033	Class A Common Stock	5,322	(3)(4)	0	D	
Employee Stock Option (right to buy)	$4.14	08/07/2026		A		5,322		(5)	08/29/2033	Class A Common Stock	5,322	(3)(4)	5,322	D	
Employee Stock Option (right to buy)	$18.2	08/07/2026		D			130,611	(6)	10/03/2034	Class A Common Stock	130,611	(3)(4)	0	D	
Employee Stock Option (right to buy)	$4.14	08/07/2026		A		130,611		(6)	10/03/2034	Class A Common Stock	130,611	(3)(4)	130,611	D	

Explanation of Responses:

1. 1/48th of the shares subject to the option shall vest on September 7, 2026 and each month thereafter, subject to the Reporting Person continuing as a service provider through each such date.

2. All of the shares subject to this option are fully vested and exercisable as of the date hereof.

3. The transactions reported herein reflect a one-time stock option repricing (the "Option Repricing") effective on August 7, 2026 (the "Effective Date"). The Option Repricing applies to options with exercise prices equal to or greater than $10.00 per share held by all continuing employees and certain other service providers of the Issuer as of the Effective Date.

4. Pursuant to the Option Repricing, the exercise price of the repriced options, including the reported option, has been amended to reduce the exercise price to $4.14 per share, the closing price of the Issuer's Class A Common Stock on the Effective Date. However, if an option holder exercises a repriced option before the end of a "Retention Period" through which the option holder must remain in service to the Issuer, then the option holder will be required to pay a premium exercise price that is equal to the original exercise price per share of such option. The "Retention Period" begins on the Effective Date of the Option Repricing and ends on the earliest to occur of the following: (i) February 7, 2028 or (ii) a Change in Control, as defined in the Issuer's 2021 Stock Incentive Plan or 2024 Equity Incentive Plan (as applicable). There was no change to the vesting schedules, expiration dates or number of shares underlying the repriced options.

5. 1/48th of the shares subject to the option vested on May 1, 2023 and 1/48th of the shares subject to the option vest each month thereafter, subject to the Reporting Person continuing as a service provider through each such date.

6. 1/36th of the shares subject to the option vested on November 4, 2024 and 1/36th of the shares subject to the option vest each month thereafter, subject to the Reporting Person continuing as a service provider through

each such date.

/s/ Rogan Nunn, by power of attorney	08/11/2026
** 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.