FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Nashington,	D C	20540	
wasnington,	D.C.	20049	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>LANCHONEY DIANA M</u>					2. Issuer Name and Ticker or Trading Symbol Diffusion Pharmaceuticals Inc. [ DFFN ]									(Ch	Relationship leck all appli X Directo	cable)	Reporting Person(s) to Isble)			
(Last)	(Fi	rst)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 03/31/2023							Officer below)	(give title		Other (s below)	specify			
300 EAST MAIN ST., SUITE 201					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							Lin	Individual or Joint/Group Filing (Check Applicable ne)				plicable		
(Street) CHARLOTTESVILLE VA 22902					X Form filed by One Reporting Person Form filed by More than One Reporting Person															
(City) (State) (Zip)						Rule 10b5-1(c) Transaction Indication														
						Chec	k this boy	ox to ind firmative	dicate e defe	e that a to ense cor	ansa	ns of Rule	made ¡ 10b5-1	pursuan 1(c). See	t to a cor Instructi	tract, instructi on 10.	ion or writter	n plan t	hat is intende	∍d to
		Tabl	e I - Nor	n-Deriva	ative	Sec	curitie	es Ac	cqui	ired, I	Disp	osed o	of, o	r Ben	eficia	ly Owne	d			
Date				2. Transa Date (Month/D	Day/Year) if		2A. Deemed Execution Date, if any (Month/Day/Year)		·,   7	Transaction Dis		Dispose	I. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			Benefici Owned F	es Fo ially (D) Following (I)		: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership
									(	Code	v	Amount		(A) or (D)	Price	Reporte Transac (Instr. 3	tion(s)			(Instr. 4)
Common Stock			03/31	/2023					M		232	2 A		(1)	2	.32	D			
Common	Stock			03/31	1/2023					<b>D</b> <sup>(1)</sup>		85	D		(1)	147		D		
		Т		Derivat (e.g., p												/ Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemo Execution if any (Month/Da	Date,	4. Transa Code (l 8)				Expi	6. Date Exercisa Expiration Date (Month/Day/Year			7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exe	e rcisable		xpiration ate	Title	0 N	Amount or Jumber of Shares					
Restricted Stock Unit	(1)	03/31/2023			M			232		(1)		(1)	Com		232	\$0	1,160		D	

## **Explanation of Responses:**

1. On March 31, 2023 (the "Vesting Date"), in connection with the vesting of previously awarded restricted stock units ("RSUs"), each RSU representing a contingent right to receive one share of the Issuer's common stock (a "Share"), the Reporting Person became entitled to receive, in accordance with Section 8.7 of the Issuer's 2015 Equity Incentive Plan (as amended, the "Plan") and the terms of the underlying award agreement, (i) [147] Shares and (ii) \$352.75 in cash, representing the Fair Market Value (as defined in the 2015 Equity Plan) of the remaining portion of the award vested on the Vesting Date, based on the closing sale price of one Share reported by the NASDAQ Stock Market on such date of \$4.15. The remainder of award will continue to vest in tri-monthly installments, subject to the Reporting Person's continued service with the Issuer.

/s/ William R. Elder, attorney-

in-fact for the Reporting

04/03/2023

Person

\*\* 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.