

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Cobuzzi Robert Joseph Jr.</u> (Last) (First) (Middle) 300 E. MAIN ST. SUITE 201 (Street) CHARLOTTESVILLE VA 22902 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Diffusion Pharmaceuticals Inc. [DFFN]</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) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year) 11/03/2021		

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	11/01/2021		M		16,350	A	(1)	30,350	D	
Common Stock	11/01/2021		D ⁽¹⁾		6,049	D	(1)	24,301	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						Amount or Number of Shares
Restricted Stock Unit	(1)	11/01/2021		M			16,350	(1)	(1)	Common Stock	16,350	\$0	81,750	D	

Explanation of Responses:

1. On November 1, 2021 (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) 10,301 Shares and (ii) \$2,722.05 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 \$0.45. The remainder of award will continue to vest in tri-monthly installments, subject to the Reporting Person's continued service with the Issuer.

Remarks:

This Form 4/A amends and restates the original Form 4 filed on November 3, 2021 (the "Original Form 4") to reflect (i) the hybrid settlement of the portion of the restricted stock unit award vested on the Vesting Date, rather than the all-share settlement of such portion inadvertently reported in the Original Form 4, and (ii) the Reporting Person's previously reported new address.

/s/ William R. Elder, attorney-in-fact for the Reporting Person 02/02/2022

** 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.