

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>Opaleye Management Inc.</u> (Last) (First) (Middle) <u>ONE BOSTON PLACE, 26TH FLOOR</u> (Street) <u>BOSTON</u> <u>MA</u> <u>02108</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tracon Pharmaceuticals, Inc. [TCON]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/21/2022</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <u>X</u> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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, par value \$0.001 per share	01/21/2022		P		30,000	A	\$2.1946 ⁽³⁾	2,820,000	I	By Opaleye, L.P. ⁽¹⁾
Common Stock, par value \$0.001 per share	01/21/2022		P		5,000	A	\$2.1946 ⁽³⁾	315,000	I	By Managed Account ⁽²⁾
Common Stock, par value \$0.001 per share	01/24/2022		P		15,000	A	\$2.0505 ⁽⁴⁾	2,835,000	I	By Opaleye, L.P. ⁽¹⁾
Common Stock, par value \$0.001 per share	01/24/2022		P		2,363	A	\$2.0505 ⁽⁴⁾	317,363	I	By Managed Account ⁽²⁾

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		Date Exercisable	Expiration Date					
Prefunded Warrants	\$0.01						08/27/2020	08/27/2027	Common Stock	1,889,513 ⁽⁴⁾	1,889,513	I	By Opaleye, L.P. ⁽⁵⁾
Prefunded Warrants	\$0.01						08/31/2020	08/31/2027	Common Stock	1,358,593 ⁽⁴⁾	1,358,593	I	By Opaleye, L.P. ⁽⁵⁾

Explanation of Responses:

1. Represents securities owned directly by Opaleye, L.P. (the "Fund"). As the investment manager of the Fund, Opaleye Management Inc. may be deemed to beneficially own the securities owned directly by the Fund.
2. Securities owned by a separately managed account (the "Managed Account"). As the portfolio manager of the Managed Account, Opaleye may be deemed to beneficially own the securities owned directly by the Managed Account.
3. The common stock was purchased by the reporting person in open market transactions on the transaction date, with a volume weighted average purchase price of \$2.1946 The range of purchase prices on the transaction date was \$2.16 to \$2.22 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price.
4. The common stock was purchased by the reporting person in open market transactions on the transaction date, with a volume weighted average purchase price of \$2.0505 The range of purchase prices on the transaction date was \$2.015 to \$2.20 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price.
5. The warrants may not be exercised to the extent that such exercise would cause the reporting person and its affiliates to beneficially own more than 9.99% of the issuers then outstanding shares.

Opaleye Management Inc., By:
/s/ James Silverman, President 01/24/2022

** 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.