

## FORM 3

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

## OMB APPROVAL

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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>Adams Bonne J.</u> <hr/> (Last) (First) (Middle) C/O TRACON PHARMACEUTICALS, INC. 4350 LA JOLLA VILLAGE DRIVE, SUITE 800 <hr/> (Street) SAN DIEGO CA 92122 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/01/2023	3. Issuer Name and Ticker or Trading Symbol <u>Tracon Pharmaceuticals, Inc. [ TCON ]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u> <hr/> 5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,267 <sup>(1)(2)</sup>	D	

Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (Right to Buy)	(3)	03/13/2023	Common Stock	516	13.352	D	
Employee Stock Options (Right to Buy)	(4)	05/22/2023	Common Stock	1,360	13.352	D	
Employee Stock Options (Right to Buy)	(5)	10/02/2024	Common Stock	2,015	70.434	D	
Employee Stock Options (Right to Buy)	(5)(6)	10/02/2024	Common Stock	1,078	70.434	D	
Employee Stock Options (Right to Buy)	(7)	03/24/2025	Common Stock	4,122	146.2	D	
Employee Stock Options (Right to Buy)	(8)	01/19/2027	Common Stock	5,499	51.5	D	
Employee Stock Options (Right to Buy)	(9)	02/20/2028	Common Stock	6,591	21.5	D	
Employee Stock Options (Right to Buy)	(10)	01/28/2029	Common Stock	12,499	7.9	D	
Employee Stock Options (Right to Buy)	(11)	01/30/2030	Common Stock	17,600	4.02	D	

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (Right to Buy)	(12)	01/28/2031	Common Stock	55,000	9.14	D	
Employee Stock Options (Right to Buy)	(13)	01/27/2032	Common Stock	80,000	2.32	D	

**Explanation of Responses:**

1. Includes 3,500 shares acquired by the Reporting Person under the Issuer's 2015 Employee Stock Purchase Plan on April 20, 2021.
2. Includes 767 of the 2,595 restricted stock units granted to the Reporting Person on January 21, 2016. 1/4th of the award vested annually on each anniversary date of the grant. The Reporting Person sold the other 1,828 restricted stock units following settlement and prior to being required to report pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended.
3. The shares subject to the option vest and become exercisable in 48 equal monthly installments commencing March 14, 2013.
4. The shares subject to the option vest and become exercisable in 48 equal monthly installments commencing May 23, 2013.
5. 1/4th of the shares subject to this option shall vest on the first anniversary of October 3, 2014. The remaining shares vest and become exercisable in 36 equal monthly installments thereafter, on the last day of each month.
6. The shares subject to this option will be forfeited if the Company's initial public offering is not completed on or before March 31, 2015.
7. 1/4th of the shares subject to this option shall vest on the first anniversary of March 25, 2015. The remaining shares vest and become exercisable in 36 equal monthly installments thereafter, on the last day of each month.
8. 1/4th of the shares subject to this option shall vest on the first anniversary of January 20, 2017. The remaining shares vest and become exercisable in 36 equal monthly installments on the 20th of each month thereafter.
9. 1/4th of the shares subject to this option shall vest on the first anniversary of February 21, 2018. The remaining shares vest and become exercisable in 36 equal monthly installments on the 21st of each month thereafter.
10. 1/4th of the shares subject to this option shall vest on the first anniversary of January 29, 2019. The remaining shares vest and become exercisable in 36 equal monthly installments on the 29th of each month thereafter.
11. 1/4th of the shares subject to this option shall vest on the first anniversary of January 31, 2020. The remaining shares vest and become exercisable in 36 equal monthly installments on the 31st of each month thereafter.
12. 1/4th of the shares subject to this option shall vest on the first anniversary of January 29, 2021. The remaining shares vest and become exercisable in 36 equal monthly installments on the 29th of each month thereafter.
13. 1/4th of the shares subject to this option shall vest on the first anniversary of January 28, 2022. The remaining shares vest and become exercisable in 36 equal monthly installments on the 28th of each month thereafter.

**Remarks:**

/s/ Scott B. Brown,  
Attorney-in-Fact

\*\* Signature of Reporting  
Person

02/09/2023

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 5 (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.

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