

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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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>Xinos Jaime</u>  (Last) (First) (Middle) 22722 29TH DR SE SUITE 100  (Street) BOTHELL WA 98021  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/15/2024	3. Issuer Name and Ticker or Trading Symbol <u>ACHIEVE LIFE SCIENCES, INC. [ ACHV ]</u>	
		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) Chief Commercial Officer	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	26,293	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			
Stock Option (right to buy)	(1)	08/01/2027	Common Stock	1,370	578	D	
Stock Option (right to buy)	(2)	07/26/2028	Common Stock	1,000	67.4	D	
Stock Option (right to buy)	(3)	09/20/2028	Common Stock	1,850	51.2	D	
Stock Option (right to buy)	(4)	01/29/2029	Common Stock	2,000	28.4	D	
Stock Option (right to buy)	(5)	01/28/2030	Common Stock	10,000	11.2	D	
Stock Option (right to buy)	(6)	11/16/2030	Common Stock	12,000	10.36	D	
Stock Option (right to buy)	(7)	01/26/2031	Common Stock	25,000	13.09	D	
Stock Option (right to buy)	(8)	01/03/2032	Common Stock	22,500	8.26	D	
Stock Option (right to buy)	(9)	01/25/2033	Common Stock	32,500	4.9	D	
Stock Option (right to buy)	(10)	01/22/2034	Common Stock	21,000	4.55	D	

**Explanation of Responses:**

- The options are fully vested.
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- The options vest 25% on the first anniversary of January 26, 2021 and thereafter in monthly installments over 36 months.
- The options vest one-third on the first anniversary of January 3, 2022 and thereafter in monthly installments over 24 months.
- The options vest one-third on the anniversary of January 25, 2023 and thereafter in monthly installments over 24 months.
- The options vest one-third on the first anniversary of January 22, 2024 and thereafter in monthly installments over 24 months.

Sandra Thomson Attorney-in-Fact 10/25/2024  
for Jaime Xinos

\*\* 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 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.

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.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Sandra Thomson, the undersigned's true and lawful attorney in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Achieve Life Sciences, Inc. (the "Company"), Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder and a Form ID, Uniform Application for Access Codes to File on Edgar (collectively, "Forms");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete, execute and timely file any and all such Forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that such attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing such Forms and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof ("*Prior Powers of Attorney*"), and the authority of the attorney-in-fact named in any Prior Powers of Attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any such Forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to such attorney-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

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**IN WITNESS WHEREOF**, the undersigned has caused this Power of Attorney to be executed as of October 15, 2024.

Jaime Xinos

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