

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Achieve Life Sciences, Inc.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

004468500  
(CUSIP Number)

December 31, 2023  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

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1. NAMES OF REPORTING PERSONS

Contrarian Achieve SPV LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,978,377

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,978,377

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,978,377

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.7%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1. NAMES OF REPORTING PERSONS

Contrarian Alpha, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

325,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

325,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

325,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.9%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1. NAMES OF REPORTING PERSONS

Contrarian Achieve GP LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,978,377

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,978,377

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,978,377

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.7%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

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1. NAMES OF REPORTING PERSONS

Contrarian Alpha GP, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

325,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

325,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

325,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.9%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

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1. NAMES OF REPORTING PERSONS

Contrarian Alpha Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

325,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

325,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

325,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.9%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

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1. NAMES OF REPORTING PERSONS

Parker Quillen

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

2,303,377

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,303,377

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,303,377

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.6%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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**Item 1(a). Name of Issuer:**

Achieve Life Sciences, Inc. (“Issuer”)

**Item 1(b). Address of Issuer’s Principal Executive Offices:**

22722 29th Drive SE, Suite 100, Bothell, WA 98021  
1040 West Georgia Street, Suite 1030, Vancouver, British Columbia, Canada V6E 4H1

**Item 2(a). Name of Persons Filing:**

The names of the persons filing this statement on Schedule 13G are (collectively, the “Reporting Persons”):

- Contrarian Achieve SPV LP, a Delaware limited partnership (“Contrarian Achieve”);
- Contrarian Alpha, LP, a Delaware limited partnership (“Contrarian Alpha”);
- Contrarian Achieve GP LLC, a Delaware limited liability company (“Achieve GP”);
- Contrarian Alpha GP, LLC, a New York limited liability company (“Alpha GP”);
- Contrarian Alpha Management, LLC, a New York limited liability company (“Contrarian Alpha Management”); and
- Parker Quillen, a United States citizen (“Mr. Quillen”);

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

The principal business address of each of the Reporting Persons is 22 Fieldview Lane, East Hampton, NY 11937.

**Item 2(c). Citizenship:**

- Contrarian Achieve is a Delaware limited partnership
- Contrarian Alpha is a Delaware limited partnership
- Achieve GP is a Delaware limited liability company
- Alpha GP is a New York limited liability company
- Contrarian Alpha Management is a New York limited liability company
- Mr. Quillen is a citizen of the United States.

**Item 2(d). Title of Class of Securities:**

Common Stock, par value \$0.001 per share (the “Common Stock”)

**Item 2(e). CUSIP Number:**

004468500

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**Item 3. If This Statement is Filed Pursuant to Rule 13d 1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership.**

- (a) Amount beneficially owned:

As of May 15, 2024:

Contrarian Achieve beneficially owned a total of 1,978,377 shares of Common Stock consisting of 1,318,918 shares of Common Stock held directly and warrants currently exercisable for 659,459 shares of Common Stock.

Contrarian Alpha beneficially owned a total of 325,000 shares of Common Stock consisting of 225,000 shares of Common Stock held directly and warrants currently exercisable for 100,000 shares of Common Stock.

Achieve GP, as the general partner of Contrarian Achieve, may be deemed to beneficially own the total of 1,978,377 shares of Common Stock beneficially owned by Contrarian Achieve.

Alpha GP, as the general partner of Contrarian Alpha, may be deemed to beneficially own the total of 325,000 shares of Common Stock beneficially owned by Contrarian Alpha.

Contrarian Alpha Management, as the investment manager of Contrarian Alpha, may be deemed to beneficially own the total of 325,000 shares of Common Stock beneficially owned by Contrarian Alpha.

Mr. Quillen, as the manager of Achieve GP and Alpha GP, may be deemed to beneficially own the total of 2,303,377 shares of Common Stock beneficially owned by Achieve GP and Alpha GP.

- (b) Percent of Class:

The following percentage is based on 34,341,303 shares of Common Stock outstanding as of May 9, 2024, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 9, 2024.

As of May 15, 2024, the Reporting Persons may be deemed to have beneficially owned approximately 6.6% of the outstanding Common Stock.

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Cover Pages Items 5-8.

(ii) Shared power to vote or to direct the vote:

See Cover Pages Items 5-8.

(iii) Sole power to dispose or to direct the disposition:

See Cover Pages Items 5-8.

(iv) Shared power to dispose or to direct the disposition:

See Cover Pages Items 5-8.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

See Exhibit A to the Schedule 13G filed by the Reporting Persons with respect to the Issuer on November 28, 2022.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below each of the undersigned certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURES**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: May 20, 2024

**CONTRARIAN ACHIEVE SPV LP**

By: Contrarian Achieve GP LLC, its general partner

By: /s/ Parker Quillen  
Parker Quillen, Manager

**CONTRARIAN ALPHA LP**

By: Contrarian Alpha GP, LLC, its general partner

By: /s/ Parker Quillen  
Parker Quillen, Manager

**CONTRARIAN ACHIEVE GP LLC**

By: /s/ Parker Quillen  
Parker Quillen, Manager

**CONTRARIAN ALPHA GP, LLC**

By: /s/ Parker Quillen  
Parker Quillen, Manager

**CONTRARIAN ALPHA MANAGEMENT, LLC**

By: /s/ Parker Quillen  
Parker Quillen, Manager

/s/ Parker Quillen  
**PARKER QUILLEN**