

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>DIALECTIC CAPITAL MANAGEMENT, LP</u> (Last) (First) (Middle) 119 ROWAYTON AVENUE 2ND FLOOR (Street) NORWALK CT 06853 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/18/2022	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	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, par value \$0.001 per share	3,494,000 ⁽³⁾	I	By: Dialectic Life Sciences SPV LLC ⁽¹⁾
Common Stock, par value \$0.001 per share	55,000	I	By: John Fichthorn ⁽²⁾

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			
Common Stock Warrants (right to buy)	05/18/2023 ⁽⁴⁾⁽⁵⁾	11/18/2029	Common Stock	1,747,000 ⁽³⁾	4.5	I	By: Dialectic Life Sciences SPV LLC ⁽¹⁾

1. Name and Address of Reporting Person *

DIALECTIC CAPITAL MANAGEMENT, LP

(Last) (First) (Middle)

119 ROWAYTON AVENUE
2ND FLOOR

(Street)

NORWALK CT 06853

(City) (State) (Zip)

1. Name and Address of Reporting Person *

Dialectic Partners, LLC

(Last) (First) (Middle)

2ND FLOOR 119 ROWAYTON AVE

(Street)

NORWALK CT 06853

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
FICHTHORN JOHN		
(Last)	(First)	(Middle)
C/O DIALECTIC CAPITAL MANAGEMENT, LP		
119 ROWAYTON AVENUE, 2ND FLOOR		
(Street)		
NORWALK	CT	06853
(City) (State) (Zip)		

1. Name and Address of Reporting Person *		
Dialectic LS Manager LLC		
(Last)	(First)	(Middle)
119 ROWAYTON AVENUE		
2ND FLOOR		
(Street)		
NORWALK	CT	06853
(City) (State) (Zip)		

1. Name and Address of Reporting Person *		
Dialectic Life Sciences SPV LLC		
(Last)	(First)	(Middle)
C/O DIALECTIC LS MANAGER LLC		
119 ROWAYTON AVENUE, 2ND FLOOR		
(Street)		
NORWALK	CT	06853
(City) (State) (Zip)		

Explanation of Responses:

1. These securities are held directly by Dialectic Life Sciences SPV LLC (the "SPV"). The SPV is a private investment vehicle. Dialectic Capital Management LP (the "Adviser") is the investment adviser for the SPV. Dialectic Partners, LLC (the "Adviser GP") is the general partner of the Adviser. Dialectic LS Manager LLC (the "SPV MM") is the managing member of the SPV. John Fichthorn is the controlling person of the Adviser GP and the SPV MM. Each Reporting Person disclaims beneficial ownership of all securities reported herein, except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities and Exchange Act of 1934 or for any other purpose.
2. These securities are held directly by John Fichthorn. Each Reporting Person disclaims beneficial ownership of all securities reported herein, except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities and Exchange Act of 1934 or for any other purpose.
3. The reported securities are included within 1,747,000 ACHV Units purchased by the SPV on November 18, 2022. Each Unit consists of two shares of Common Stock and one warrant to purchase one share of Common Stock.
4. The Issuer shall not effect any exercise of these warrants, and the SPV shall not have the right to exercise these warrants, to the extent that after giving effect to the issuance of Common Stock after exercise, the SPV (together with the SPV's affiliates, and any other persons acting as a group together with the SPV or any of the SPV's affiliates) would beneficially own in excess of the Beneficial Ownership Limitation.
5. The "Beneficial Ownership Limitation" shall be 19.99% of the number of shares of Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock upon exercise of these warrants. The SPV, upon notice to the Issuer, may decrease, and subsequently increase or decrease, the Beneficial Ownership Limitation, provided that the Beneficial Ownership Limitation in no event exceeds 19.99% of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock upon exercise of these warrants. Any increase in the Beneficial Ownership Limitation will not be effective until the 61st day after notice is delivered to the Issuer.

/s/ John Fichthorn, for himself and
as controlling person of the
Adviser GP (for itself and on
behalf of the Adviser) and the SPV 11/21/2022
MM (for itself and on behalf of the
SPV)

** 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.