

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington D.C. 20549

FORM 10-Q/A
Amendment No. 1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED March 31, 2018

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM _____ TO _____.

Commission file number 033-80623

Achieve Life Sciences, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

95-4343413
(I.R.S. Employer
Identification Number)

1001 W. Broadway, Suite 400, Vancouver, British Columbia, V6H 4B1
(Address of Principal Executive Offices)

(604) 736-3678
(Registrant's telephone number, including area code)

Indicate by check whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company or an emerging growth company. See the definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class
Common Stock, \$0.001 par value

Outstanding at May 9, 2018
12,907,932

EXPLANATORY NOTE

Achieve Life Sciences, Inc., or the Company, is filing this Amendment No. 1, or the Amendment, to its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, or the Original Form 10-Q, as an exhibit-only filing to re-file Exhibit 10.1 to the Original Form 10-Q, in response to comments the Company received from the Securities and Exchange Commission on a confidential treatment request the Company made for certain portions of Exhibit 10.1.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by the Company's principal executive officer and principal financial officer are filed as exhibits to this Amendment.

Except as described above, this Amendment does not reflect events occurring after the filing of the Original Form 10-Q and no revisions are being made pursuant to this Amendment to the Company's financial statements or any other disclosure contained in the Original Form 10-Q. Accordingly, this Amendment should be read in conjunction with the Original Form 10-Q.

Item 6. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.1*	Amendment to University of Bristol License Agreement, dated January 22, 2018, by and between Achieve Life Science, Inc., and the University of Bristol
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1#	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2#	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS†	XBRL Instance Document
101.SCH†	XBRL Taxonomy Extension Schema Document
101.CAL†	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF†	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB†	XBRL Taxonomy Extension Label Linkbase Document
101.PRE†	XBRL Taxonomy Extension Presentation Linkbase Document

* Portions of this exhibit have been omitted based on an application for confidential treatment submitted to the SEC. The omitted portions of this exhibit have been filed separately with the SEC.

Previously furnished with the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, as filed on May 9, 2018.

† Previously filed with the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, as filed on May 9, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ACHIEVE LIFE SCIENCES, INC.

Date: May 23, 2018

By: /s/ Richard Stewart
Richard Stewart
Chairman and Chief Executive Officer

Date: May 23, 2018

By: /s/ John Bencich
John Bencich
Executive Vice President, Chief Financial Officer and Chief Operating Officer

***] Certain confidential information contained in this document, marked by brackets, has been omitted and filed separately with the Securities and Exchange Commission pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

Amendment One to Licence of Technology

This Amendment One to Licence of Technology Agreement (this "**Amendment**") is entered into as of this 22nd day of January 2018 (the "**Amendment Effective Date**"), by and between The University of Bristol, Senate House, Tyndall Avenue, Bristol, BS8 1TH, England ("**Licensor**") and Achieve Life Sciences, Inc., a Delaware corporation having its principal place of business at 19820 North Creek Parkway, Suite 201, Bothell, Washington, 98011 ("**Licensee**"). Licensor and Licensee are each referred to herein a "**Party**" or, collectively, as the "**Parties**." Capitalized terms used herein and not defined shall have the meaning assigned to them in the Agreement.

WHEREAS, the Licensor and Licensee entered into an agreement named "Licence of Technology" dated 13th July 2016 (the "**Agreement**") whereby, among other things, the Licensee was granted the exclusive option to negotiate an exclusive license in the Option Field (as defined in the Agreement);

WHEREAS, the Licensor now wishes to exercise such option, and the Parties further wish to modify certain terms of the Agreement, as set forth in this Amendment;

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is hereby acknowledged, the Parties agree to this Amendment as follows, effective as of the Amendment Effective Date:

1. The definition of "Field" (as set forth in Schedule 1 – Definitions (Clause 1) of the Agreement) is hereby replaced in its entirety with the following:
"Field" means all human medicinal uses including prophylaxis, treatment, cure or alleviation of all symptoms, whether or not associated with smoking cessation.
 For purposes of this Agreement, "**Original Field**" means the Field as originally defined in the Agreement.
2. The definition of "Licensor's Improvements" (as set forth in Schedule 1 – Definitions (Clause 1) of the Agreement) is hereby replaced in its entirety with the following:
Licensor's Improvements means any Improvements made following the Effective Date until the third anniversary of the Amendment Effective Date solely by the Inventor or the Inventor's group (or a subset of them) within the Field, and the Intellectual Property Rights pertaining to them of which the Licensor has been made aware and is legally able to licence.
3. Sections 2.3. and 2.5 are hereby deleted.
4. The following is added to Section 10.1.1:
 - i) An initial licence fee equal to the sum of thirty seven thousand five hundred US dollars (\$37,500) on the execution of this Amendment and thirty seven thousand five hundred US dollars (\$37,500) on the earlier to occur of an equity financing of the Licensee of at least equal to ten million US dollars (\$10m) or March 31st 2018.

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5. Sections 10.1.2 – 10.1.5 are hereby replaced with the following:
- 10.1.2 (i) [***] US dollars (\$[***]) on [***] and
(ii) [***] US dollars (\$[***]) on [***];
 - 10.1.3 (i) [***] US dollars (\$[***]) on [***] and
(ii) [***] US dollars (\$[***]) on [***];
 - 10.1.4 [***] US dollars (\$[***]) on [***];
 - 10.1.5 [***] US dollars (\$[***]) on [***];
6. Sections 13.9.1 and 13.9.2 are hereby replaced with the following:
- 13.9.1 where the Licensee has terminated under clause 13.3, the Licensee must bring allsub-licences to an end on the same date;
 - 13.9.2 where the Licensor has terminated this agreement under clause 13.2 or 13.5, or the Licensee has terminated under clause 13.2, anysub-licences granted will continue to remain in force as a direct licence from the Licensor provided that the relevant Sub-licensee has entered into a letter of covenant with the Licensor in the form detailed in Schedule 3;
7. Capitalized terms that are not defined herein shall have the meanings set forth in the Agreement. Except as set forth herein, the Agreement shall continue in full force and effect. This Agreement may be executed in two (2) or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Facsimile and other electronically scanned signatures shall have the same effect as their originals.

IN WITNESS WHEREOF, and intending to be legally bound hereby, the Parties have caused this Amendment to be executed by their duly authorized representatives as of the Amendment Effective Date.

[Signature Page Follows]

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*****Confidential Treatment Requested.**

AS WITNESS this agreement has been signed by the duly authorised representatives of the parties.

SIGNED for and on behalf of

THE UNIVERSITY OF BRISTOL:

/s/ SUE SUNDSTROM

Name: SUE SUNDSTROM

Position: HEAD OF COMMERCIALISATION & IMPACT
DEVELOPMENT

SIGNED for and on behalf of

ACHIEVE LIFE SCIENCES, INC.:

/s/ RICK STEWART

Name: RICK STEWART

Position: CHAIRMAN & CEO.

Amendment One to Licence of Technology

Certification Pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934

I, Richard Stewart, certify that:

1. I have reviewed this Amendment No. 1 to the quarterly report on Form 10-Q of Achieve Life Sciences, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 23, 2018

/s/ Richard Stewart
Richard Stewart
Chairman and Chief Executive Officer

Certification Pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934

I, John Bencich, certify that:

1. I have reviewed this Amendment No. 1 to the quarterly report on Form 10-Q of Achieve Life Sciences, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 23, 2018

/s/ John Bencich

John Bencich
Executive Vice President, Chief Financial Officer and Chief
Operating Officer