

FORM 4

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person* Bench John			2. Issuer Name and Ticker or Trading Symbol ACHIEVE LIFE SCIENCES, INC. [ACHV]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ CFO		
(Last) 19820 NORTH CREEK PARKWAY, SUITE 201	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2017					
(Street) BOTHELL, WA 98011			4. If Amendment, Date 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		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								1,053 (1)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit (RSU)	(2)	08/01/2017		A		54,800	(3)	08/01/2021	Common Stock	54,800	\$ 0	54,800	D	
Stock Option (right to buy)	\$ 4.57	08/01/2017		A		274,000	(4)	08/01/2027	Common Stock	274,000	\$ 0	274,000	D	
Stock Option (right to buy)	\$ 34.87 (1)						(5)	08/12/2024	Common Stock	3,636 (1)		3,636	D	
Restricted Stock Unit (RSU)	(2)						(6)	08/12/2018	Common Stock	909 (1)		909	D	
Stock Option (right to buy)	\$ 20.46 (1)						(7)	05/19/2025	Common Stock	2,272 (1)		2,272	D	
Restricted Stock Unit (RSU)	(2)						(8)	05/19/2019	Common Stock	568 (1)		568	D	

Reporting Owners

Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Bencich John 19820 NORTH CREEK PARKWAY SUITE 201 BOTHHELL, WA 98011			CFO	

Signatures

Sandra Thomson as attorney-in-fact for John Bencich		08/03/2017
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) Reflects the 1-for-11 reverse stock split following the merger between OncoGenex Pharmaceuticals, Inc. and Achieve Life Science, Inc.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the issuer's common stock at settlement.
- (3) Pursuant to the terms of the RSU, 25% of the total shares underlying the RSU vest annually on the later of (i) each anniversary of August 1, 2017 and (ii) the first day thereafter during which the issuer's trading window is open.
- (4) The options vest as to 25% on August 1, 2018 and thereafter in monthly installments over 36 months.
- (5) The options vest in monthly installments over 48 months commencing one month from August 12, 2014.
- (6) Pursuant to the terms of the RSU, 25% of the total shares underlying the RSU vest annually on the later of (i) each anniversary of August 12, 2014 and (ii) the first day thereafter during which the issuer's trading window is open.
- (7) The options vest in monthly installments over 48 months commencing one month from January 1, 2015
- (8) Pursuant to the terms of the RSU, 25% of the total shares underlying the RSU vest annually on the later of (i) each anniversary of January 1, 2015 and (ii) the first day thereafter during which the issuer's trading window is open.

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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