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

d Address of	f Reporting Person *														
Name and Address of Reporting Person * Bencich 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				
(Last) (First) (Middle) 520 PIKE STREET, SUITE 2250			3. Date of Earliest Transaction (Month/Day/Year) 01/29/2019						X	X Officer (give title below) Other (specify below) CFO & COO					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)						_X_	6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by More than One Reporting Person Form filed by More than One Reporting Person					
SEATTLE, WA 98101 (City) (State) (Zip)			Table I. Non Dowinating Securities Age.												
									· · · · · · · · · · · · · · · · · · ·				Nature		
(Instr. 3) Date		Execution Date, if			Code (A (Instr. 8)		a) or Disposed of the str. 3, 4 and 5) (A) or	of (D) Own Train	Owned Following Transaction(s) (Instr. 3 and 4)		g Reported		f Indirect eneficial wnership nstr. 4)		
Report on a s	separate line for each		Derivat	ive S	Securities	Acq	Persons in this for displays	orm are not rest a currently versed of, or Bene	equired to valid OMB ficially Ow	respond control n	unless the		ed SEC 14	74 (9-02)	
		3A. Deemed Execution Date, if r) any	4. Transaction Code (Instr. 8)		5. Number		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security	Derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect	11. Natur of Indirect Beneficia Ownershi (Instr. 4)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)		
\$ 1.42	01/29/2019		A		30,000		(1)	01/29/2029	Common	30,000	\$ 0	30,000	D		
\$ 1.42	01/29/2019		A		10,000		(2)	01/29/2029	Common Stock	10,000	\$ 0	10,000	D		
	E, WA 98 E, WA 98 Conversion or Exercise Price of Derivative Security	2. Conversion or Exercise Price of Derivative Security \$ 1.42 \text{01/29/2019}	(Street) E, WA 98101 (State) (State) (Zip) ecurity 2. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative Security \$ 1.42 01/29/2019	(Street) (Street) (Street) (Street) (Street) (Street) (A If Amount of Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Conversion of Exercise Price of Derivative Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A If Amount of Date (A If Amount of Execution Dat	(Street) (Street) (Street) (Street) (State) (State) (State) (Zip) (Month/Day/Year) (Month/Day/Year) (A. If Amendry 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. If Amendry 2. Transaction Date (Month/Day/Year) (Month/Day/Year)	STREET, SUITE 2250 (Street) (Street) (Street) (Street) (Street) (Street) (Street) (Street) (Street) (A. If Amendment, Date of Earliest Transles of 1/29/2019 (A. If Amendment, Date of Earliest Transles of 1/29/2019 (Street) (A. If Amendment, Date of Earliest Transles of 1/29/2019 (A. If Amendment, Date of Earliest Transles of 1/29/2019 (A. If Amendment, Date of Earliest Transles of 1/29/2019 (A. If Amendment, Date of Earliest Transles of 1/29/2019 (A. If Amendment, Date of Earliest Transles of 1/29/2019 (A. If Amendment, Date of Earliest Transles of 1/29/2019 (A. If Amendment, Date of Earliest Transles of 1/29/2019 (A. If Amendment, Date of Earliest Transles of 1/29/2019 (A. If Amendment, Date of Earliest Transles of 1/29/2019 (A. If Amendment, Date of Earliest Transles of 1/29/2019 (A. If Amendment, Date of Earliest Transles of 1/29/2019 (A. If Amendment, Date of Earliest Transles of 1/29/2019 (A. If Amendment, Date of 1/29/2019 (A.	Code (Instr. 3) Table II - Derivative Securities Acquered (Month/Day/Year) Table II - Derivative Securities Acquered (Month/Day/Year) Table II - Derivative Securities Acquered (Month/Day/Year) Table II - Derivative Securities Acquered (Instr. 3) Acquered (A) Table II - Derivative Securities Acquered (Instr. 3) Acquered (A) Table II - Derivative Securities Acquered (Instr. 3) Table II - Derivative Securities Acquered (Instr. 3) Table II - Derivative Securities Acquered (Instr. 3) Table II - Derivative Securities Acquered (Instr. 8) Table II - Derivative Securities (Instr. 8) Table II - Derivative	STREET, SUITE 2250 (Street) (Street) (State) (State) (State) (State) (Zap) (State) (Zap) (State) (Zap) (State) (Zap) (State) (Zap) (State) (State) (State) (Zap) (State) (State) (State) (State) (State) (Zap) (State) (Application Date (Application) Date	STREET, SUITE 2250 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. WA 98101 (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Instr. 8) (Month/Day/Year) 2. Transaction Date (Instr. 8) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible secur (Code Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible secur (Code Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible secur (Code Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible secur (Code Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Execution Date (Instr. 3, 4, and 5) Code V (A) (D) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Date (Expiration Date Exercisable Date (Code V) (A) (D)	Conversion or Exercise Price of Date or Exercise Security St. 24	STREET, SUITE 2250 Street SUITE 2250 Street SUITE 2250 Street SUITE 2250 Street Suite Street Suite Street Suite Street Suite Street Street	STREET, SUITE 2250 Middle) 3. Date of Earliest Transaction (Month/Day/Year) Core Conversion Date Code V V V V V V V V V	STREET, SUITE 2250 (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Middle) (TFO & COO CFO & CFO & COO CFO & CFO & COO CFO &	STREET, SUITE 2250 Street STREET, SUITE 2250 STREET, SUITE 2250	

B 41 0 N /	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Bencich John 520 PIKE STREET SUITE 2250 SEATTLE, WA 98101			CFO & COO				

Signatures

Sandra Thomson as attorney-in-fact for John Bencich	01/31/2019
Signature of Reporting Person Signature of Reporting Person	Date

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) The options vest 25% on the first anniversary of January 29, 2019 and thereafter in monthly installments over 36 months.
- (2) Pursuant to the terms of the options 25% of the total shares underlying the option vest on the achievement of a performance-based milestone, and 75% vest in monthly installments over 24 months commencing one month from achievement of such milestone. The options will lapse in full if achievement of such milestone is not met by mid-2019

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.