

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* 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 <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) CFO & COO			
(Last) 520 PIKE STREET, SUITE 2250	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/13/2018			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person				
(Street) SEATTLE, WA 98101			4. If Amendment, Date Original Filed (Month/Day/Year)							
(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	08/13/2018		M		1,443 (1)	A	\$ 0	1,578 (2)	D	
Common Stock	08/13/2018		F		458 (3)	D	\$ 2.78 (4)	1,120	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit (RSU)	(5)	08/13/2018		M		1,370 (6)		(7)	08/01/2021	Common Stock	1,370	\$ 0	4,110	D	
Restricted Stock Unit (RSU)	(5)	08/13/2018		M		45 (8)		(9)	(10)	Common Stock	45	\$ 0	0	D	
Restricted Stock Unit (RSU)	(5)	08/13/2018		M		28 (11)		(12)	05/19/2019	Common Stock	28	\$ 0	28	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Bencich John 520 PIKE STREET SUITE 2250 SEATTLE, WA 98101			CFO & COO	
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Signatures

Sandra Thomson as attorney-in-fact for John Bencich		08/15/2018
<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) Represents shares of common stock acquired upon settlement of the restricted stock units ("RSUs") listed in Table II.
- (2) On May 23, 2018, the Issuer effected a 1-for-10 split of its common stock (the "Stock Split") resulting in a decrease in the reporting person's ownership of 1,223 shares of common stock.
- (3) Represents shares of common stock that have been sold by the Issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of RSUs and does not represent a sale by the reporting person.
The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.77 to \$2.815 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the issuer's common stock at settlement.
- (5) This RSU was previously reported as covering 54,800 shares, which number was adjusted to reflect the Stock Split.
- (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 1, 2017 and (ii) the first day thereafter during which the issuer's trading window is open.
- (7) This RSU was previously reported as covering 909 shares, which number was adjusted to reflect the Stock Split.
- (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 August 12, 2014 and (ii) the first day thereafter during which the issuer's trading window is open.
- (9) The RSUs expire 30 days from the date they vest.
- (10) This RSU was previously reported as covering 568 shares, which number was adjusted to reflect the Stock Split.
- (11) 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.
- (12)

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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