SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
GordonMD Global Investments LP

(Last) (First) (Middle)
9460 WILSHIRE BLVD
SUITE 420

(Street)
BEVERELY HILLS CA 90212

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Pyxis Oncology, Inc. [PYXS]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director ☑ 10% Owner
Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
Form filed by One Reporting Person
☑ Form filed by More than One Reporting Person

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, par value $0.001 per share ("Common Stock")	10/01/2026		P		5,517,000	A	(2)	15,541,909	I	See footnote(1)

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Purchase Warrant	$3.5(3)	10/01/2026		P		7,546,766		(4)	(5)	Common Stock	7,546,766	(2)	7,546,766	I	See footnote(1)

1. Name and Address of Reporting Person*
GordonMD Global Investments LP

(Last) (First) (Middle)
9460 WILSHIRE BLVD
SUITE 420

(Street)
BEVERELY HILLS CA 90212

(City) (State) (Zip)

1. Name and Address of Reporting Person*
GordonMD Long Biased Master Fund LP

(Last) (First) (Middle)
9460 WILSHIRE BLVD
SUITE 420

(Street)
BEVERLY HILLS CA 90212

(City) (State) (Zip)

1. Name and Address of Reporting Person*
GordonMD Long Biased GP LLC

(Last) (First) (Middle)

9460 WILSHIRE BLVD SUITE 420		
(Street)		
BEVERLY HILLS	CA	90212
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
Gordon Craig D		
(Last)	(First)	(Middle)
9460 WILSHIRE BLVD SUITE 420		
(Street)		
BEVERLY HILLS	CA	90212
(City)	(State)	(Zip)

Explanation of Responses:

1. The securities to which this filing relates are held directly by GordonMD Long Biased Master Fund LP (the "Master Fund") to which GordonMD Global Investments LP (the "Investment Manager") serves as investment manager. Craig D. Gordon ("Mr. Gordon") is the managing member of GordonMD Long Biased GP LLC (the "GP"), the general partner of the Master Fund. Each of the Master Fund, the GP and Mr. Gordon disclaims beneficial ownership of the securities to which this filing relates for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, except to the extent of his or its pecuniary interest therein, if any.

2. The combined public offering price for each share of common stock and accompanying Common Stock Purchase Warrant is $2.90.

3. Exercise price of $3.5, subject to adjustments as set forth in the Common Stock Purchase Warrant.

4. The Common Stock Purchase Warrant will not be exercisable unless and until (i) the issuer's stockholders approve an amendment to the issuer's amended and restated certificate of incorporation to increase the number of authorized shares of Common Stock (the "Charter Amendment") and (ii) the Charter Amendment is filed with, and becomes effective under the laws of, the State of Delaware (the date on which the Charter Amendment becomes effective, the "Charter Amendment Effective Date").

5. The Common Stock Purchase Warrant will expire on the earlier of (i) the fifth anniversary of the Charter Amendment Effective Date and (ii) the 30th calendar day following the later of the Charter Amendment Effective Date and the date on which the issuer publicly discloses the results of the overall survival analysis for its Phase 1 monotherapy study of MICVO in second-line and later recurrent or metastatic head and neck squamous cell carcinoma.

GordonMD Global Investments LP, By: GordonMD Global Investments GP LLC, By: /s/ Craig D. Gordon, Managing Member	10/02/2026
GordonMD Long Biased Master Fund LP, By: GordonMD Long Biased GP LLC, By: /s/ Craig D. Gordon, Managing Member	10/02/2026
GordonMD Long Biased GP LLC, By: /s/ Craig D. Gordon, Managing Member	10/02/2026
Craig D. Gordon, /s/ Craig D. Gordon	10/02/2026
** 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 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).

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.