

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>PFIZER INC</u> <hr/> (Last) (First) (Middle) <u>66 HUDSON BOULEVARD EAST</u> <hr/> (Street) <u>NEW YORK NY 10001-2192</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Pyxis Oncology, Inc. [ PYXS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2023</u>	
		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

**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, \$0.001 par value per share	03/17/2023		P		1,811,594 <sup>(1)</sup>	A	\$2.76 <sup>(2)</sup>	5,952,263	D	

**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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
PFIZER INC  


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 (Last) (First) (Middle)  
66 HUDSON BOULEVARD EAST  


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 (Street)  
NEW YORK NY 10001-2192  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Pfizer Ventures (US) LLC  


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 (Last) (First) (Middle)  
66 HUDSON BOULEVARD EAST  


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 (Street)  
NEW YORK NY 10001-2192  


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 (City) (State) (Zip)

**Explanation of Responses:**

- The securities were issued under that certain first amendment dated March 16, 2023 to the Amended and Restated License Agreement dated October 14, 2022 between the Reporting Person and the Issuer, pursuant to which the Issuer agreed to issue to the Reporting Person such number of shares of common stock equivalent to \$5.0 million at a per share price equal to the closing price of the Issuer's common stock on the business day when the closing price of the Issuer's common stock on the Nasdaq Global Select Market is at or above \$2.46 per share on any day between March 16, 2023 and a date that is within 180 days following October 6, 2022.
- On March 17, 2023, the closing price of the Issuer's common stock on the Nasdaq Global Select Market was \$2.76 per share.

**Remarks:**

The only amendments made to the previously filed Form 4 are to add footnotes (1) and (2) in column (4).

/s/ Susan Grant, Assistant Secretary

03/23/2023

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.**