

## INITIAL STATEMENT OF 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 <sup>*</sup> InvaGen Pharmaceuticals, Inc. (Last) (First) (Middle) 7 OSER AVENUE (Street) HAUPPAUGE, NY 11788 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/08/2019	3. Issuer Name and Ticker or Trading Symbol AVENUE THERAPEUTICS, INC. [ATXI]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. 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

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.0001 per share	5,833,333 (1) (2)	D (1) (2)	
Common Stock, par value \$0.0001 per share	3,923,429 (1) (3) (4)	I (1) (3) (4)	See Footnotes (1) (3) (4)
Class A Preferred Stock, par value \$0.0001 per share	250,000 (1) (3) (5)	I (1) (3) (5)	See Footnotes (1) (3) (5)

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	(6)	06/03/2024	Common Stock, par value \$0.0001 per share	135,617 (1) (3) (6)	\$ (1) (3) (6)	I (1) (3) (6)	See Footnotes (1) (3) (6)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
InvaGen Pharmaceuticals, Inc. 7 OSER AVENUE HAUPPAUGE, NY 11788		X		

## Signatures

INVAGEN PHARMACEUTICALS INC. /s/ Deepak Agarwal By: Deepak Agarwal Title: Director		12/31/2019
<sup>*</sup> Signature of Reporting Person		Date
CIPLA (EU) LIMITED /s/ Anchal Sultania By: Anchal Sultania Title: Director		12/31/2019
<sup>*</sup> Signature of Reporting Person		Date
CIPLA LIMITED /s/ A.S. Kumar By: A.S. Kumar Title: Global General Counsel and Executive Vice President		12/31/2019
<sup>*</sup> Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- This Form 3 is being jointly filed on behalf of (i) InvaGen Pharmaceuticals Inc., a New York corporation ("InvaGen"), (ii) Cipla (EU) Limited, a company incorporated in the United Kingdom ("Cipla EU"), and (iii) Cipla Limited, a company incorporated in India ("Cipla Limited") (each of InvaGen, Cipla EU and Cipla Limited, a "Reporting Person", and collectively, the "Reporting Persons"). InvaGen is a wholly-owned direct subsidiary of Cipla EU. Cipla EU is a wholly-owned direct subsidiary of Cipla Limited. Because of the relationship of InvaGen to Cipla EU and Cipla Limited, each such Reporting Person may be deemed to beneficially own the securities covered by this Form 3.
- (1) InvaGen owns 5,833,333 shares of common stock, par value \$0.0001 per share ("common stock"), of Avenue Therapeutics, Inc. (the "Issuer").
- InvaGen, Fortress Biotech, Inc. ("Fortress"), and Dr. Lucy Lu ("Dr. Lu") entered into a Voting and Support Agreement dated November 12, 2018 (the "Support Agreement"). The Support Agreement was entered into in connection with the Stock Purchase and Merger Agreement (the "SPMA"), dated as of November 12, 2018, by and among InvaGen, Madison Pharmaceuticals Inc., a newly formed wholly-owned subsidiary of InvaGen, and the Issuer. For additional information regarding the Support Agreement and the SPMA see Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 12, 2018 (the "Schedule 13D").
- As a result of certain provisions contained in the Support Agreement, each of the Reporting Persons may be deemed to have shared voting power to vote, with respect to the matters covered by the Support Agreement, up to an aggregate of 3,923,429 shares of common stock, and such shares may be deemed beneficially owned by it pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended ("Rule 13d-3"). Such 3,923,429 shares of common stock include (i) 3,590,096 issued and outstanding shares of common stock held by Fortress, (ii) 233,333 issued and outstanding shares of common stock held by Dr. Lu, and (iii) 100,000 unvested restricted shares of common stock held by Dr. Lu. Notwithstanding the preceding sentence, the Reporting Persons hereby disclaim beneficial ownership of all such securities, and this Form 3 shall not be construed as an admission that the Reporting Persons are, for any or all purposes, the beneficial owners of any such securities.
- As a result of certain provisions contained in the Support Agreement, each of the Reporting Persons may be deemed to have shared voting power to vote, with respect to the matters covered by the Support Agreement, up to 250,000 shares of class A preferred stock, par value \$0.0001 per share, held by Fortress, and such shares may be deemed beneficially owned by it pursuant to Rule 13d-3. Notwithstanding the preceding sentence, the Reporting Persons hereby disclaim beneficial ownership of all such securities, and this Form 3 shall not be construed as an admission that the Reporting Persons are, for any or all purposes, the beneficial owners of any securities that are the subject of the Support Agreement and covered by this Form 3.
- As a result of certain provisions contained in the Support Agreement, each of the Reporting Persons may be deemed to have shared voting power to vote, with respect to the matters covered by the Support Agreement, up to 135,617 unvested restricted stock units of the Issuer held by Dr. Lu that are convertible into shares of common stock, which may be deemed beneficially owned by it pursuant to Rule 13d-3. Such restricted stock units vest upon the earliest to occur of the following: (i) the grantee's death or disability; (ii) a change in control of the Issuer; or (iii) the Second Stage Closing (as such term is defined in the SPMA). Notwithstanding the preceding sentence, the Reporting Persons hereby disclaim beneficial ownership of all such securities, and this Form 3 shall not be construed as an admission that the Reporting Persons are, for any or all purposes, the beneficial owners of any securities that are the subject of the Support Agreement and covered by this Form 3.

### Remarks:

Exhibit 99.1 - Joint Filing Agreement, incorporated herein by reference to Exhibit A to Schedule 13D.

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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