

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 * <u>Brown Regina</u>  (Last) (First) (Middle) <u>680 E. COLORADO BLVD., SUITE 180</u>  (Street) <u>PASADENA CA 91101</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LIXTE BIOTECHNOLOGY HOLDINGS, INC.</u> <u>[ LIXT ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2024</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)  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
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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			

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				
Options to Purchase Common Stock	\$2.37	06/30/2024		A		10,000		06/30/2024	06/30/2029	Common	10,000	\$0 <sup>(1)</sup>	10,000	D	
Options to Purchase Common Stock	\$2.37	06/30/2024		A		4,904		06/30/2024	06/30/2024	Common	4,904	\$0 <sup>(2)</sup>	4,904	D	
Options to Purchase Common Stock	\$5.88							06/30/2023	06/30/2028	Common	10,000		10,000	D	
Options to Purchase Common Stock	\$7.45							06/30/2022	06/30/2027	Common	10,000		10,000	D	
Options to Purchase Common Stock	\$30.3							06/30/2021	06/30/2026	Common	10,000		10,000	D	
Options to Purchase Common Stock	\$28							05/11/2021	05/11/2026	Common	25,000		25,000	D	

Explanation of Responses:  
1. Effective June 30, 2024, the reporting person was granted stock options to purchase an aggregate of 10,000 shares, vesting on the last day of each subsequent quarter until fully vested (e.g. vesting to start on September 30, 2024).  
2. Effective June 30, 2024, the reporting person was granted stock options to purchase an aggregate of 4,904 shares vesting immediately. The grant was in lieu of the quarterly cash compensation due to the reporting person under the Board Compensation Plan.

/s/ Regina Brown 07/02/2024  
\*\* 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.