

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Tosca Melissa</u> _____ (Last) (First) (Middle) <u>C/O KIORA PHARMACEUTICALS, INC.</u> <u>332 ENCINITAS BLVD., SUITE 102</u> _____ (Street) <u>ENCINITAS CA 92024</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KIORA PHARMACEUTICALS INC [ KPRX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) EVP Finance
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/29/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	09/29/2023		A		30,000 <sup>(1)</sup>	A	\$0	34,900	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$0.5677	09/29/2023		A		60,000		09/29/2023 <sup>(2)</sup>	09/29/2033	Common Stock	\$0	60,000	D	

**Explanation of Responses:**

- Grant of restricted stock from the Issuer pursuant to the Issuer's 2014 Equity Incentive Plan (the "Plan"). The restrictions will vest as to twenty-five percent (25%) of the shares immediately upon grant, and twenty-five percent (25%) on each of September 29, 2024, September 29, 2025 and September 29, 2026, subject to the reporting person's continuous service through each such vesting date.
- The reporting person received an option to purchase Common Stock from the Issuer pursuant to the Plan. The option will become exercisable as to twenty-five percent (25%) of the shares underlying the Option upon grant on September 29, 2023, twenty-five percent (25%) on September 29, 2024 and the remaining balance vests monthly on the first day of each calendar month thereafter for a period of two years, subject to the reporting person's continuous service through each such vesting date.

**Remarks:**

/s/ Melissa Tosca

10/03/2023

\*\* 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.