

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

STATEMENT OF CHANGES IN 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 Nathanielsz James Andrew			2. Issuer Name and Ticker or Trading Symbol Propanc Biopharma, Inc. [PPCB]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO, Acting CFO, Chairman		
(Last) (First) (Middle) C/O PROPANC BIOPHARMA, INC., 302, 6 BUTLER STREET			3. Date of Earliest Transaction (Month/Day/Year) 05/14/2019					
(Street) CAMBERWELL, VICTORIA, C3 3124			4. 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		
(City) (State) (Zip)			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			

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

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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 Underlying Securities (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 of Derivative Security: 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				
Stock Options (Right to Buy)	\$ 0.0094	05/14/2019 ⁽¹⁾		A		19,500,000		⁽²⁾	⁽³⁾	Common Stock, \$0.001 par value	19,500,000	\$ 0	19,500,000	D	
Restricted Stock Units	\$ 0	05/14/2019 ⁽¹⁾		A		19,500,000		⁽⁴⁾⁽⁶⁾	⁽⁴⁾⁽⁶⁾	Common Stock, \$0.001 par value	19,500,000	\$ 0	19,500,000	D	
Restricted Stock Units	\$ 0	05/14/2019 ⁽¹⁾		A		19,500,000		⁽⁵⁾⁽⁶⁾	⁽⁵⁾⁽⁶⁾	Common Stock, \$0.001 par value	19,500,000	\$ 0	19,500,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nathanielsz James Andrew C/O PROPANC BIOPHARMA, INC., 302, 6 BUTLER STREET CAMBERWELL, VICTORIA, C3 3124	X		CEO, Acting CFO, Chairman	

Signatures

/s/ James Nathanielsz	05/17/2019
<small>Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

* 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).

(1) The options and restricted stock units (the "RSUs") reported herein were granted to the Reporting Person pursuant to his Amended and Restated Employment Agreement (the "Employment Agreement"), dated as of May 14, 2019 (the "Effective Date").

(2) 1/3rd of these options shall vest on each anniversary of the Effective Date over a period of three years, provided, that on each such vesting date the Reporting Person is employed by the Issuer and subject to the other provisions of the Employment Agreement. The vested options shall be exercisable until at least the later of three or six months following the applicable reason for termination of the Employment Agreement. In the event of a Change of Control, any unvested portion of such options shall vest immediately prior to such event.

(3) These options expire 10 years from the Effective Date, unless terminated sooner in accordance with the Issuer's 2019 Equity Incentive Plan (the "2019 Plan") and the Employment Agreement.

(4) These RSUs shall vest on the one-year anniversary of the Effective Date, subject to the Reporting Person's continued employment with the Issuer through such vesting date.

These RSUs shall vest as follows, subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date: (i) 3,900,000 of these RSUs shall vest upon the issuer submitting its Clinical Trial Application (the "CTA") for PRP, the Issuer's lead product candidate ("PRP"), for a First-In-Human study for PRP (the "Study") in an applicable jurisdiction to (5) be selected by the Issuer, (ii) 3,900,000 of these RSUs shall vest upon the CTA being approved in an applicable jurisdiction, (iii) 3,900,000 of these RSUs shall vest upon the Issuer completing an equity financing in the amount of at least \$4,000,000 in gross proceeds, (iv) 3,900,000 of these RSUs shall vest upon the shares of the Issuer's common stock being listed on a senior stock exchange, and (v) the remaining 3,900,000 of these RSUs shall vest upon the Issuer enrolling its first patient in the Study.

Each vested RSU shall be settled by delivery to the Reporting Person of one share of the Issuer's common stock and/or the fair market value of one share of common stock in cash, at the sole discretion of the Issuer's board of directors and subject to the 2019 Plan, on the first to occur of: (i) the date of a Change of Control (as defined in the Employment Agreement), (ii) the date that is (6) ten business days following the vesting of such RSU, (iii) the date of the Reporting Person's death or Disability (as defined in the Employment Agreement), and (iv) the Reporting Person's employment being terminated either by the Issuer without Cause or by the Reporting Person for Good Reason (each as defined in the Employment Agreement). In the event of a Change of Control, any unvested portion of such RSUs shall vest immediately prior to such event.

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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