Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
vvasiliigtoii,	D.C.	20049

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Name and Address of Reporting Person*     GORDON CARL L			<u>C</u>	2. Issuer Name and Ticker or Trading Symbol Compass Therapeutics, Inc. [ CMPX ]					(Ch	telationship of the contract o	,	Persor X	n(s) to Issu 10% Ow			
(Last)	(F	irst)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/09/2024							Officer below)	(give title		Other (sp below)	pecify
C/O COMPASS THERAPEUTICS, INC. 80 GUEST STREET, SUITE 601				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)					Line	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)	.T. M		02125	-								_	iled by One fi iled by More I	•	Ü	
BOSTO	N M	A	02135	R	Rule 10b5-1(c) Transaction Indication											
(City)	(S	tate)	(Zip)		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.							to				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
Date			Fransaction te onth/Day/Y	Execution Date,		Code (Instr.   5)			Beneficia	s ally following (	6. Owne Form: E (D) or Ir (I) (Insti	Direct ondirect E r. 4) C	7. Nature of Indirect Beneficial Ownership			
							Code V	Amount	(A) or (D)	Price	Transact (Instr. 3 a	ion(s)			(Instr. 4)	
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)	ivative Conversion Date Execution Date, Turity or Exercise (Month/Day/Year) if any		Code	ransaction of ode (Instr. Derivative		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)	/ OF D O (I	0. Ownership orm: Direct (D) r Indirect ) (Instr. 4)	Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Stock Option (Right to Buy)	\$1.57	02/09/2024		A		40,000		(1)	02/08/2034	Common Stock	40,000	\$0	40,000		D <sup>(2)</sup>	

## **Explanation of Responses:**

- 1. The options vest over 48 substantially equal monthly installments starting March 9, 2024.
- 2. The Reporting Person is a member of OrbiMed Advisors LLC ("OrbiMed Advisors"). Pursuant to an agreement with OrbiMed Advisors, the Reporting Person is obligated to transfer any securities issued under any stock options or other awards, or the economic benefit thereof, to OrbiMed Advisors and OrbiMed Capital GP V LLC, which will in turn ensure that such securities or economic benefits are provided to OrbiMed Private Investments V-KA, LP.

/s/ Neil Lerner, attorney-in-fact 02/14/2024

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.