**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**

1. Name and Address of Reporting Person
   STEINER MITCHELL SHUSTER
   (Last) (First) (Middle)
   4400 BISCAYNE BOULEVARD
   SUITE 888
   MIAMI
   FL
   33137

2. Issuer Name and Ticker or Trading Symbol
   VERU INC. [ VERU ]

3. Date of Earliest Transaction (Month/Day/Year)
   05/02/2018

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   Director X
   10% Owner X
   Officer (give title below) President and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
   Form filed by One Reporting Person X
   Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock Option $1.89</td>
<td>05/02/2018</td>
<td>A</td>
<td></td>
<td>210,800 (A)</td>
<td>210,800 (D)</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Common Stock Option $1.89 05/02/2018 A 210,800 05/02/2019 05/02/2028 Common Stock $0 210,800 D**

Explanation of Responses:

1. Options for one-third of the shares vest on each of May 2, 2019, May 2, 2020 and May 2, 2021.

   /s/ Kevin J. Gilbert, Attorney-in-fact 05/03/2018

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).


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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