# Statement of Changes in Beneficial Ownership

**Form 4**

**United States Securities and Exchange Commission**

**Washington, D.C. 20549**

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

## Section 1. Name and Address of Reporting Person

STEINER MITCHELL SHUSTER

4400 BISCAYNE BOULEVARD, SUITE 888

MIAMI, FL 33137

## Section 2. Issuer Name and Ticker or Trading Symbol

VERU INC. [ VERU ]

## Section 3. Date of Earliest Transaction (Month/Day/Year)

01/18/2019

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

01/23/2019

## Section 5. Relationship of Reporting Person(s) to Issuer

- **X** Director
- **X** 10% Owner
- **X** Officer (give title below)

President and CEO

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>01/18/2019</td>
<td>V</td>
<td>12,832</td>
<td>D</td>
<td>$1.3396(2)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>01/23/2019</td>
<td>V</td>
<td>12,768</td>
<td>D</td>
<td>$1.3438(3)</td>
</tr>
</tbody>
</table>

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 6)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
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</table>

## Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reported person on December 18, 2018.

2. The price reported above is the weighted average transaction price. The range of prices for such transactions is $1.33 to $1.35. Upon request by the Commission staff, the reporting person will provide full information regarding the number of shares sold at each separate price.

3. The price reported above is the weighted average transaction price. The range of prices for such transactions is $1.29 to $1.36. Upon request by the Commission staff, the reporting person will provide full information regarding the number of shares sold at each separate price.

4. Shares are held by four individual trusts with each trust for the benefit of an adult child of the reporting person. The reporting person's brother is the trustee of each of the trusts. The reporting person disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or any other purpose.

/s/ Phil Greenberg, via Power of Attorney

01/23/2019

**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).


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.