

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <u>Skolnick Phil</u> (Last) (First) (Middle) C/O OPIANT PHARMACEUTICALS, INC. 233 WILSHIRE BLVD., SUITE 280 (Street) SANTA MONICA CA 90401 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OPIANT PHARMACEUTICALS, INC. [ OPNT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Scientific Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 01/26/2021	
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	01/26/2021		A <sup>(1)</sup>		2,798	A	\$0	6,948	D	
Common Stock	01/26/2021		A <sup>(2)</sup>		5,400	A	\$0	12,348	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						Title
Stock Option (right to buy)	\$12.15	01/26/2021		A		10,750		(3)	01/26/2031	Common Stock	10,750	\$0	10,750	D	

**Explanation of Responses:**

- 2,798 shares are represented by restricted stock units ("RSUs"). Each RSU represents the Reporting Person's right to receive one share of Common Stock of Issuer, subject to the vesting schedule. 100% of the RSUs vest on the anniversary date of January 26, 2022, subject to the Reporting Person continuing as a service provider through each such date.
- 5,400 shares are represented by restricted stock units ("RSUs"). Each RSU represents the Reporting Person's right to receive one share of Common Stock of Issuer, subject to the vesting schedule. One-fourth of the RSUs vest on the anniversary dates of January 26, 2022, January 26, 2023, January 6, 2024 and January 26, 2025, subject to the Reporting Person continuing as a service provider through each such date.
- On January 26, 2021, the reporting person was granted an option to purchase 10,750 shares of common stock. The option vests as follows: 1/48 of the options become exercisable on the first monthly anniversary of January 26, 2021, the vesting commencement date, and 1/48 of the options become exercisable on such date every month thereafter through the fourth year anniversary of the vesting commencement date.

**Remarks:**

/s/ Phil Skolnick 01/27/2021  
 \*\* 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.