

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

**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

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

1. Name and Address of Reporting Person* <u>Hoekman John</u>  (Last) (First) (Middle) C/O IMPEL NEUROPHARMA, INC. 201 ELLIOTT AVE. W, ST. 260  (Street) SEATTLE WA 98119  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IMPEL NEUROPHARMA INC [ IMPL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Chief Scientific Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/27/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/29/2021</u>	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/27/2021		C		4,253 <sup>(1)</sup>	A	\$0.00 <sup>(2)</sup>	108,496	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
Series A-2 Preferred Stock	(2)	04/27/2021		C			69,657	(2)	(2)	Common Stock	4,253 <sup>(1)</sup>	\$0.00	0	D	

**Explanation of Responses:**

- This amended Form 4 is being filed solely to correct an inadvertent error in the number of shares of common stock acquired in connection with the conversion of shares of Series A-2 Preferred Stock held by the reporting person from 4,523 shares to 4,253 shares.
- The shares of the issuer's Series A-2 Preferred Stock automatically converted on a 16.37332-for-one basis into shares of the issuer's Common Stock on April 27, 2021 in connection with the closing of the issuer's sale of its Common Stock in its firm commitment initial public offering (the "IPO") pursuant to a registration statement on Form S-1 (File No. 333-254999) under the Securities Act of 1933, as amended (the "Registration Statement"), and had no expiration date.

**Remarks:**

/s/ John Leaman, M.D. as attorney-in-fact 06/07/2021  
 \*\* 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.