

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>FISCH HARRY</b>  <small>(Last) (First) (Middle)</small> 4400 BISCAYNE BOULEVARD, SUITE 888, C/O THE FEMALE HEALTH COMPANY  <small>(Street)</small> MIAMI, FL 33137  <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>VERU INC. [FHCO]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>07/31/2017</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
6. Individual or Joint/Group Filing Check Applicable Line <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**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, par value \$.01 per share	07/31/2017		C		486,640 <u>(1)</u>	A	<u>(2)</u>	541,144	I	Note <u>(3)</u>
Common Stock, par value \$.01 per share	07/31/2017		C		6,632,560 <u>(1)</u>	A	<u>(2)</u>	7,239,096	I	Note <u>(4)</u>
Common Stock, par value \$.01 per share								46,750	I	Note <u>(5)</u>

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

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**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Class A Preferred Stock - Series 4	<u>(2)</u>	07/31/2017		C		12,166	<u>(2)</u>	<u>(2)</u>	Common Stock	486,640 <u>(1)</u>	\$ 0	0	I	Note <u>(6)</u>
Class A Preferred Stock - Series 4	<u>(2)</u>	07/31/2017		C		165,814	<u>(2)</u>	<u>(2)</u>	Common Stock	6,632,560 <u>(1)</u>	\$ 0	0	I	Note <u>(4)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISCH HARRY 4400 BISCAYNE BOULEVARD, SUITE 888 C/O THE FEMALE HEALTH COMPANY MIAMI, FL 33137	X	X		

## Signatures

/s/ Kevin J. Gilbert, Attorney-in-fact

08/02/2017

## Explanation of Responses:

\* 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).

(1) Reflects 40-for-1 conversion which became effective on July 31, 2017.

(2) Each share of Class A Preferred Stock - Series 4 automatically converted into 40 shares of Common Stock of the Issuer effective July 31, 2017 in accordance with the terms of the Class A Preferred Stock - Series 4. The Class A Preferred Stock - Series 4 had no expiration date.

(3) Includes 429,072 shares of Common Stock held jointly by the reporting person and his spouse.

The securities are held by K&H Fisch Family Partners, LLC, of which the reporting person is the sole manager. The reporting person disclaims beneficial ownership of these securities, 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 securities for purposes of Section 16 or any other purpose. Shares are held by the reporting person's self-directed IRA.

(5) Shares are held by the reporting person's self-directed IRA.

(6) Includes 9,599 shares of Class A Preferred Stock - Series 4 that were held jointly by the reporting person and his spouse that were automatically converted into 383,960 shares of Common Stock of the Issuer effective July 31, 2017.

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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