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**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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>STEINER MITCHELL SHUSTER</u>  (Last) (First) (Middle) 2916 NORTH MIAMI AVENUE SUITE 1000  (Street) MIAMI FL 33127  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VERU INC. [ VERU ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	05/15/2024		S		84,021 <sup>(1)</sup>	D	\$1.4974 <sup>(2)</sup>	7,100,746	D	
Common Stock	05/16/2024		S		59,788 <sup>(1)</sup>	D	\$1.4071 <sup>(3)</sup>	7,040,958	D	
Common Stock	05/17/2024		S		28,066 <sup>(1)</sup>	D	\$1.3179 <sup>(4)</sup>	7,012,892	D	
Common Stock								144,000	I	Footnote <sup>(5)</sup>

**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					

**Explanation of Responses:**

- Dr. Steiner sold the shares referenced above to help address certain personal matters. The sold shares represent only 1.7% of Dr. Steiner's total beneficial ownership in the Company. After these sales, Dr. Steiner will beneficially own 9,686,180 shares, and will continue to be the Company's second largest shareholder.
- The price reported above is the weighted average transaction price. The range of prices for such transactions is \$1.4800 to \$1.5200. Upon request by the Commission staff, the reporting person will provide full information regarding the number of shares sold at each separate price.
- The price reported above is the weighted average transaction price. The range of prices for such transactions is \$1.3800 to \$1.4650. Upon request by the Commission staff, the reporting person will provide full information regarding the number of shares sold at each separate price.
- The price reported above is the weighted average transaction price. The range of prices for such transactions is \$1.3000 to \$1.3450. Upon request by the Commission staff, the reporting person will provide full information regarding the number of shares sold at each separate price.
- Shares are held by four individual trusts with each trust for the benefit of an adult child of the reporting person. The reporting person 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 R. Greenberg, via Power of Attorney 05/17/2024

\*\* 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.