

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

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).

1. Name and Address of Reporting Person* <u>Postma Robert W</u> _____ (Last) (First) (Middle) <u>C/O ZIOPHARM ONCOLOGY, INC.</u> <u>ONE FIRST AVENUE, PARRIS BLDG 34</u> _____ (Street) <u>BOSTON MA 02129</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ZIOPHARM ONCOLOGY INC [ZIOP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/04/2021</u>	
	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	03/04/2021		A		2,500 ⁽¹⁾	A	\$0.00	1,181,362 ⁽²⁾	D	
Common Stock								4,195,508	I	See footnote ⁽³⁾
Common Stock								3,574	I	By Spouse's IRA

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)	\$4.31	03/04/2021		A		18,750		(4)	03/03/2031	Common Stock	18,750	\$0.00	18,750	D	
Stock Option (right to buy)	\$4.31	03/04/2021		A		150,000		(5)	03/03/2031	Common Stock	150,000	\$0.00	150,000	D	

Explanation of Responses:

- The shares will vest on 5/19/2021.
- Includes 946,970 shares of common stock underlying the Units. The Reporting Person purchased 946,970 units of the Issuer (the "Units") for \$2.64 per Unit in a private placement transaction with the Issuer. Each Unit consists of one share of common stock and a warrant to acquire one share of common stock.
- The shares are directly held by WaterMill Asset Management Corp. ("WaterMill"). The Reporting Person serves as the principal of WaterMill.
- 1/3rd of the shares underlying this option will vest on 4/4/2021, 5/4/2021 and 5/19/2021.
- 1/36th of the shares underlying this option will vest in equal monthly installments commencing one month period after 12/15/2020.

Remarks:

/s/ Robert Hadfield, Attorney-in-Fact 05/06/2021

** 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.