

| OMB APPROVAL                                 |           |
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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).

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>ADAMS THOMAS PHD</u><br><br>(Last) (First) (Middle)<br><u>C/O CARDIFF ONCOLOGY, INC.</u><br><u>11055 FLINTKOTE AVENUE</u><br><br>(Street)<br><u>SAN DIEGO CA 92121</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Cardiff Oncology, Inc. [ CRDF ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><br><b>Former Director</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/10/2021</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 |   |  |   |

**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 Options                              | \$447.84   | 06/10/2021                           |  | j <sup>(1)</sup>               |   | 272  |     | (2)  | 06/10/2023      | Common Stock  | 272  | \$0  | 477,870   | D  |       |
| Stock Options                              | \$7.18   | 06/10/2021                           |  | j <sup>(1)</sup>               |   | 223  |     | 03/17/2016   | 06/10/2023      | Common Stock  | 223  | \$0  | 477,870   | D  |       |
| Stock Options                              | \$5.18   | 06/10/2021                           |  | j <sup>(1)</sup>               |   | 223  |     | 01/04/2017   | 06/10/2023      | Common Stock  | 223  | \$0  | 477,870   | D  |       |
| Stock Options                              | \$51.84  | 06/10/2021                           |  | j <sup>(1)</sup>               |   | 530  |     | 10/04/2018   | 06/10/2023      | Common Stock  | 530  | \$0  | 477,870   | D  |       |
| Stock Options                              | \$21.6   | 06/10/2021                           |  | j <sup>(1)</sup>               |   | 755  |     | 01/23/2019   | 06/10/2023      | Common Stock  | 755  | \$0  | 477,870   | D  |       |
| Stock Options                              | \$2.48   | 06/10/2021                           |  | j <sup>(1)</sup>               |   | 298,320  |     | 12/29/2020 <sup>(3)</sup>                                | 06/10/2023      | Common Stock  | 298,320                                    | \$0  | 477,870   | D  |       |
| Stock Options                              | \$2.6  | 06/10/2021                           |  | j <sup>(1)</sup>               |   | 173,145  |     | 12/29/2020 <sup>(3)</sup>                                | 06/10/2023      | Common Stock  | 173,145                                    | \$0  | 477,870   | D  |       |

**Explanation of Responses:**

- Expiration date of the stock options was extended to June 10, 2023.
- 7,338 of the stock options vest immediately. 4,077 of the stock options vest on each of 2/25/2015 and 2016 and 4,076 of the stock options vest on 2/25/2017.
- In connection with the Reporting Person's separation agreement dated December 21, 2020, the Compensation Committee accelerated the vesting of such stock options to December 29, 2020.

**Remarks:**

/s/ Thomas Adams 06/14/2021  
 \*\* 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.

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