

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>PERRY MICHAEL S</u>  (Last) (First) (Middle) C/O AVITA THERAPEUTICS, INC. 28159 AVENUE STANFORD, SUITE 220  (Street) VALENCIA CA 91355  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Avita Therapeutics, Inc. [ RCEL ]</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) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 09/14/2019	
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	09/14/2020 <sup>(1)</sup>		A		68,504	A	\$0.00	472,948 <sup>(2)(3)</sup>	D	
Common Stock	09/14/2020		S <sup>(4)</sup>		15,092	D	\$26.99 <sup>(5)</sup>	457,856 <sup>(2)(3)</sup>	D	
Common Stock	09/15/2020		S <sup>(4)</sup>		23,769	D	\$27.23 <sup>(6)</sup>	434,087 <sup>(2)(3)</sup>	D	
Common Stock	09/16/2020		S <sup>(4)</sup>		9,000	D	\$27.41 <sup>(7)</sup>	425,087 <sup>(2)(3)</sup>	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					

**Explanation of Responses:**

- These shares of Common Stock were issued in connection with the vesting of Restricted Stock Units ("RSUs"), which were originally granted on November 26, 2019, upon the satisfaction of a performance-based vesting condition.
- Includes 1,266,125 of the Issuer's CHESSE Depository Interests ("CDIs"). CDIs are units of beneficial ownership in shares of common stock of the Issuer that are publicly traded on the Australian Securities Exchange (the "ASX") and held by CHESSE Depository Nominees Pty. Limited, a subsidiary of ASX Limited, the company that operates the ASX. Five CDIs are equivalent to one share of Common Stock and have all the rights and privileges of Common Stock. The Reporting Person holds 1,266,125 CDIs, which translate into 253,225 of the shares of Common Stock set forth above.
- Includes 95,014 unvested RSUs, each representing a contingent right to be issued one share of Common Stock, that are subject to time-based vesting criteria. These RSUs were originally rights to receive ordinary shares of AVITA Medical, Ltd., an Australian public company and predecessor to the Issuer ("Predecessor"). Pursuant to a scheme of arrangement, completed on June 30, 2020, the RSUs became rights to be issued shares of Common Stock of the Issuer in the ratio of one share of Common Stock for every 100 ordinary shares of Predecessor to which the holder would otherwise have been entitled. The RSUs vest in two equal installments on June 1, 2021 and 2022.
- Represents shares sold in order to pay withholding taxes due in connection with the vesting of RSUs.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.40 to \$27.07. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of the shares of Common Stock sold at each separate price within the ranges set forth in this footnote to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.11 to \$27.64. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of the shares of Common Stock sold at each separate price within the ranges set forth in this footnote to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.30 to \$28.20. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of the shares of Common Stock sold at each separate price within the ranges set forth in this footnote to this Form 4.

**Remarks:**

/s/ Donna Shiroma, by power of attorney 09/16/2020

\*\* 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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