

**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**

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>Mason Heather L</u>  (Last) (First) (Middle) ASSERTIO THERAPEUTICS, INC. 100 SOUTH SAUNDERS ROAD, SUITE 300  (Street) LAKE FOREST IL 60045  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Assertio Therapeutics, Inc [ ASRT ]</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) 02/18/2020	
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	02/18/2020		M		14,394	A	\$0	14,394	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						Title
Restricted Stock Units	\$0.0 <sup>(1)</sup>	02/18/2020		M			14,394	(2)	02/18/2022	Common Stock	14,394	\$0 <sup>(3)</sup>	28,788	D	

**Explanation of Responses:**

- Each restricted stock unit represents the contingent right to receive one share of common stock. This transaction represents the settlement of vested restricted stock units in shares of common stock.
- One-third of these restricted stock units are scheduled to vest on each of February 18, 2020, 2021 and 2022, assuming continued service through the applicable vesting date.
- The derivative securities were granted to the reporting person, and were not sold to the reporting person. As such, the reporting person did not pay any consideration for the derivative securities.

**Remarks:**

/s/ Jennifer Hipelius, attorney in fact 02/19/2020

\*\* 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.

**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.**

POWER OF ATTORNEY  
Assertio Therapeutics, Inc.

The undersigned hereby constitutes and appoints Arthur J. Higgins, Daniel A. Peisert, Jennifer Hipelius and Paul Schwichtenberg, individually, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute and deliver on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Assertio Therapeutics, Inc., a Delaware corporation (the "Company"), any and all documents;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Section 16 Filings, complete and execute any amendments thereto, and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the foregoing powers.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Section 16 Filings with respect to the undersigned's holdings of and transactions in securities of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of December 2019.

/s/ Heather L. Mason  
Heather L. Mason

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Exhibit 24.1