

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>Kelemen Vicki</u> (Last) (First) (Middle) <u>C/O CARDIFF ONCOLOGY, INC.</u> <u>11055 FLINTKOTE AVE</u> (Street) <u>SAN</u> <u>CA</u> <u>92121</u> <u>DIEGO</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/18/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Cardiff Oncology, Inc. [CRDF]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> Officer (give title below) <u>Exec. VP and COO</u> 10% Owner Other (specify below)	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>5,054</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Options</u>	<u>(1)</u>	<u>10/30/2025</u>	<u>Common Stock</u>	<u>556</u>	<u>320.4</u>	<u>D</u>	
<u>Stock Options</u>	<u>(2)</u>	<u>01/04/2026</u>	<u>Common Stock</u>	<u>70</u>	<u>372.96</u>	<u>D</u>	
<u>Stock Options</u>	<u>(3)</u>	<u>08/22/2027</u>	<u>Common Stock</u>	<u>2,084</u>	<u>61.2</u>	<u>D</u>	
<u>Stock Options</u>	<u>(4)</u>	<u>01/23/2028</u>	<u>Common Stock</u>	<u>3,440</u>	<u>21.6</u>	<u>D</u>	
<u>Stock Options</u>	<u>(5)</u>	<u>06/20/2029</u>	<u>Common Stock</u>	<u>105,962</u>	<u>2.48</u>	<u>D</u>	
<u>Stock Options</u>	<u>(6)</u>	<u>06/17/2030</u>	<u>Common Stock</u>	<u>125,049</u>	<u>2.6</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(7)</u>	<u>(7)</u>	<u>Common Stock</u>	<u>70</u>	<u>(8)</u>	<u>D</u>	

Explanation of Responses:

- 139 options vested on 10/30/2016, 2017, 2018 and 2019
- 1.46 options vested monthly over 48 months beginning 1/4/2016
- 260.42 options vest quarterly for 8 quarters beginning 8/22/2017
- 2,468 options vest on date of grant and 324 on 1/23/2019, 2020 and 2021
- 35,321 options vest on 6/20/2020 and 2021 and 35,320 vest on 6/20/22
- 41,683 options vest on each of 6/17/2021, 2022 and 2023
- The restricted stock unit vests on January 2, 2021
- Each restricted stock unit is the economic equivalent of one share of Cardiff Oncology, Inc. common stock.

/s/ Vicki Kelemen

06/22/2020

** 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 5 (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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