

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Waksal Harlan</u> (Last) (First) (Middle) C/O KADMON HOLDINGS, INC. 450 EAST 29TH STREET (Street) NEW YORK NY 10016 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Kadmon Holdings, Inc. [KDMN]</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) President, CEO
	3. Date of Earliest Transaction (Month/Day/Year) 09/28/2018	
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, par value \$0.001 ⁽¹⁾	09/28/2018 ⁽²⁾		A		5,882	A	\$2.84 ⁽³⁾	116,629	D	
Common Stock, par value \$0.001 ⁽⁴⁾	03/29/2019 ⁽⁵⁾		A		7,716	A	\$2.25 ⁽⁶⁾	124,345	D	
Common Stock, par value \$0.001	03/11/2020		P		12,600	A	\$3.9571	136,945	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		Date Exercisable	Expiration Date					

Explanation of Responses:

- The reporting person is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the Kadmon Holdings, Inc Amended and Restated 2016 Employee Stock Purchase Plan ("ESPP"), for the ESPP purchase period of April 1, 2018 through September 30, 2018. This transaction is also exempt under Rule 16b-3(c).
- The reporting person is voluntarily reporting this transaction on March 11, 2020, but the actual transaction took place on September 28, 2018, the last trading day of the option period under the ESPP.
- In accordance with the ESPP, these shares were purchased based on 85% of the closing stock price on September 28, 2018, the last trading day of the option period.
- The reporting person is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the Kadmon Holdings, Inc Amended and Restated 2016 Employee Stock Purchase Plan ("ESPP"), for the ESPP purchase period of October 1, 2018 through March 31, 2019. This transaction is also exempt under Rule 16b-3(c).
- The reporting person is voluntarily reporting this transaction on March 11, 2020, but the actual transaction took place on March 29, 2019, the last trading day of the option period under the ESPP.
- In accordance with the ESPP, these shares were purchased based on 85% of the closing stock price on March 29, 2019, the last trading day of the option period.

Remarks:

/s/ Gregory S. Moss, 03/11/2020
Attorney-in-Fact

** 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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