

# 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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person Stilley William B. III			2. Issuer Name and Ticker or Trading Symbol ADIAL PHARMACEUTICALS, INC. [ADIL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2018			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		
1180 SEMINOLE TRAIL,, SUITE 495			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street)			CHARLOTTESVILLE,, VA 22901					
(City)			(State)			(Zip)		

**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	07/31/2018		J		36,800 (1)	A	(1)	372,402	D	
Common Stock	07/31/2018		C		52,227 (2)	A	(2)	424,629	D	
Common Stock	07/31/2018		P		80,000 (3)	A	(3)	504,000	D	
Common Stock								132,141	I	Owned jointly by Mr. Stilley and his wife, Anne T. Stilley

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Note	\$ 0.44	07/31/2018		C		52,227		(2)	(2)	Common Stock	52,227	(2)	0	D	
Warrant to purchase common stock	\$ 6.25	07/31/2018		J		36,800		07/31/2018	07/31/2023	Common Stock	36,800	(1)	36,800	D	
Warrant to purchase common stock	\$ 6.25	07/31/2018		C		52,227		(2)	(2)	Common Stock	52,227	(2)	89,027	D	
Warrant to purchase units	\$ 5	07/31/2018		J		36,800		07/31/2018	07/31/2023	Units	73,600	(4)	36,800	D	
Warrant to purchase common stock	\$ 6.25	07/31/2018		P		80,000 (3)		07/31/2018	07/31/2023	Common Stock	80,000	(3)	169,027	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stilley William B. III				

1180 SEMINOLE TRAIL, SUITE 495 CHARLOTTESVILLE, VA 22901	X	X	Chief Executive Officer
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## Signatures

/s/ William B. Stilley	07/31/2018
<small>Signature of Reporting Person</small>	<small>Date</small>

## Explanation of Responses:

- \* 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).
- (1) The 36,800 shares of common stock and warrant to purchase 36,800 shares of common stock were received by the reporting person upon consummation of the initial public offering on July 31, 2018 in accordance with a Securities Purchase Agreement dated February 22, 2018.
  - (2) The 52,227 shares of common stock and a warrant to purchase 52,227 shares of common stock were issued upon automatic conversion of a convertible note in the principal amount of \$17,449 together with interest accrued thereon at a conversion price of \$0.44 per share upon consummation of the initial public offering.
  - (3) On July 31, 2018, Mr. Stilley purchased 80,000 units (the "Units") in the initial public offering at a price of \$5.00 per Unit, which corresponds to a price of \$4.99 per share of common stock and \$0.01 per warrant. Each Unit consisted of one share of common stock and a warrant to purchase one share of common stock. The shares of common stock and warrants were immediately separable upon issuance of the Units in the initial public offering.
  - (4) The warrant to purchase 36,800 units was received by the reporting person upon consummation of the initial public offering in accordance with a Securities Purchase Agreement dated February 22, 2018. Each unit consisted of a share of common stock and a warrant to purchase a share of common stock. The aggregate number of shares of common stock included in the units and underlying the warrants included in the units is 73,600 shares.

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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