

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>Brady Monica L.</u>			2. Issuer Name and Ticker or Trading Symbol <u>ProPhase Labs, Inc. [PRPH]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)Other (specify below)</div> <div>Chief Accounting Officer</div>	
(Last)(First)(Middle) <u>711 STEWART AVENUE,</u> <u>SUITE 200</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>05/23/2022</u>			
(Street) <u>GARDEN CITY NY</u> <u>11530</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>	
(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, par value \$0.0005	05/23/2022		M ⁽¹⁾		25,000	A	\$2.15	32,428	D	
Common Stock, par value \$0.0005	05/23/2022		M ⁽¹⁾		14,250	A	\$3.18	46,678	D	
Common Stock, par value \$0.0005	05/23/2022		F ⁽¹⁾		11,806	D	\$8.47	34,872	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	Title	Amount or Number of Shares				
Option (right to buy)	\$2.15	05/23/2022		M ⁽¹⁾		25,000	(2)	09/26/2024	Common Stock	25,000	\$0.00	0	D	
Option (right to buy)	\$3.18	05/23/2022		M ⁽¹⁾		14,250	(3)	12/03/2025	Common Stock	14,250	\$0.00	35,750	D	

Explanation of Responses:

1. On May 23, 2022, the Reporting Person acquired net 27,444 shares of common stock upon the exercise of stock options to purchase 39,250 shares of common stock, less 11,806 shares of common stock withheld to cover the exercise price and applicable taxes.
2. 25% of the shares subject to this option were vested and exercisable as of September 26, 2017, the date of grant, and the remaining 75% of the shares vested in three annual installments beginning on September 26, 2018.
3. These options vest in four equal annual installments beginning December 4, 2019, as detailed in a stock option award agreement by and between the Issuer and the Reporting Person, dated as of December 4, 2018.

/s/ Monica Brady05/25/2022

** Signature of Reporting PersonDate

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.