

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0362
Estimated average burden
hours per response... 1.0

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person* Baum Douglas R			2. Issuer Name and Ticker or Trading Symbol QSAM Biosciences, Inc. [QSAM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO & Director			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2021			6. Individual or Joint/Group Reporting (check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person			
9442 CAPITAL OF TEXAS HWY N, PLAZA 1,, SUITE 500			4. If Amendment, Date Original Filed(Month/Day/Year)						
(Street)									
AUSTIN, TX 78759									
(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)	3A. 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Series B Preferred Stock	01/22/2021		P4	3	A	\$ 3,000	3	D	
Series E-1 Preferred Stock	12/06/2021		J(1)	2,975	D	\$ (1)	0	D	
Common Stock	12/06/2021		J(1)	10,093,800	A	\$ (1)	10,093,800	D	

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

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 control number.

SEC 2270 (9-02)

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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Series E-1 Preferred Stock	\$ 0	12/30/2020		A4	2,975		(2)	(2)	Common Stock	2,975,000	\$ 0	0	D	
Options to buy common Stock	\$ 0.5	01/14/2020		A4	8,000		(3)	01/14/2025	Common Stock	8,000	\$ 0	8,000	D	
Options to buy common Stock	\$ 0.36	08/24/2021		A4	125,000		(4)	08/23/2031	Common Stock	125,000	\$ 0	125,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baum Douglas R 9442 CAPITAL OF TEXAS HWY N, PLAZA 1, SUITE 500 AUSTIN, TX 78759	X		CEO & Director	

Signatures

/s/ Douglas R. Baum	02/15/2022
Signature of Reporting Person	Date

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) Pursuant to reclassification exempt under Rule 16b-7, each share of Series E-1 Preferred Stock was reclassified into and exchanged for shares of Common Stock of the Issuer under the terms of Exchange Agreement and Plan of Reorganization as filed with the SEC.
- (2) Series E-1 preferred stock was convertible at any time at the discretion of the holder at a ratio of 1000 shares of common stock per Series E-1 preferred stock.
- (3) The options vests annually in two equal installments beginning on 1/14/2021.
- (4) The option vests semi-annually in two equal installments beginning on 02/24/2022.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.