

INITIAL STATEMENT OF 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* Boston Megan (Last) (First) (Middle) C/O BENITEC BIOPHARMA INC., 3940 TRUST WAY (Street) HAYWARD, CA 94545 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/15/2020	3. Issuer Name and Ticker or Trading Symbol Benitec Biopharma Inc. [BNTC]		
		4. 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) Executive Director		5. If Amendment, Date 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)
Common Stock	333	I	By Boston Super Invest Pty Ltd, as trust

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

SEC 1473 (7-02)

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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 of Derivative Security: 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			
Options (Right to Buy) (1)	(2)	(3)	Common Stock	16,666 (4)	\$ 94.86 (5)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boston Megan C/O BENITEC BIOPHARMA INC. 3940 TRUST WAY HAYWARD, CA 94545	X		Executive Director	

Signatures

/s/ Megan Boston	04/27/2020
<small>**Signature of Reporting Person</small>	Date

Explanation of Responses:

* 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).

These options were originally granted for exercise of ordinary shares of Benitec Biopharma Limited (predecessor to Issuer). Pursuant to a scheme of arrangement (the

(1) "Scheme") completed on April 15, 2020, all ordinary shares of Benitec Biopharma Limited were exchanged for shares of common stock in Issuer and no ordinary shares of Benitec Biopharma Limited remain outstanding.

(2) These options were granted to the Reporting Person on March 12, 2019, by Benitec Biopharma Limited. 1/3 of the options are fully vested, 1/3 of the options will vest two years from the grant date on March 12, 2021, and 1/3 of the options will vest three years from the grant date on March 12, 2022.

- (3) The options that are fully vested, will expire on March 12, 2024. The options that will vest on March 12, 2021, will expire on March 13, 2024, and the options that will vest on March 12, 2022, will expire on March 14, 2024.

These options were originally granted for exercise of 5,000,000 underlying shares of Benitec Biopharma Limited's ordinary shares. Pursuant to the Scheme referenced in

- (4) footnote 1, on April 15, 2020, all ordinary shares in Benitec Biopharma Limited were exchanged for shares of common stock in Issuer at an exchange rate of 300 ordinary shares for one share of common stock (the "Exchange Ratio"). As a result, the shares of common stock in Issuer now underlying these options amount to 16,666.

Representing the exercise price to purchase one share of common stock of Issuer, calculated based on the certified exchange rate for April 15, 2020, as published by the Federal Reserve Board of the United States, of AUD 0.6328 to USD 1.00. These options were originally granted with an exercise price of AUD 0.2001 per option to

- (5) purchase an ordinary share in Benitec Biopharma Limited. Following the completion of the Scheme, the exercise price for one share of common stock of Issuer shall therefore be AUD 60.03, or USD 94.86 based on the aforementioned exchange rate, which equals to AUD 0.2001 multiplied by the Exchange Ratio noted in footnote 4 above.

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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