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

**SCHEDULE 13G** 

Under the Securities Exchange Act of 1934

# Kiromic BioPharma, Inc.

(Name of Issuer)

Common Stock, with a par value \$0.001 per share (Title of Class of Securities)

> <u>497634105</u> (CUSIP Number)

October 13, 2022

#### (Date of Event, which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

	Rule 13d-1(b)
$\times$	Rule 13d-1(c)
	Rule 13d-1(d)
*The	e remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for

any subsequent amendment containing information, which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act out shall be subject to all other provisions of the Act, (however, see the Notes).

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)		s only)			
				YA II PN, Ltd. (98-0615462)	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) ⊠  (b) □				
3.	SEC Use Only				
4.	Citizenship or Place of Organization: Cayman Islands				
Number Shares		5.	Sole Voting Power:	0	
Benefi Owned	-	6	Shared Voting Power:	1,690,985*	
Each Report Person	•	7.	Sole Dispositive Power:	0	
		8.	Shared Dispositive Power:	1,690,985*	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person: 1,690,985*			ting Person: 1,690,985*	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □				
11.	Percentage of Class Represented by Amount in Row (9): 9.99%**				
12.	Type of Reporting Person (See Instructions): CO				
11.	Percentage of Class Represented by Amount in Row (9): 9.99%**				

<sup>\* 1,690,985</sup> shares consisting of the direct ownership of 603,318 shares of Common Stock plus the deemed ownership of 1,087,667 shares of Common Stock that the reporting person has the right to acquire within 60 days of the date of the report.

<sup>\*\*</sup> Calculation based on 16,926,779 outstanding shares of the issuer's Common Stock, consisting of 15,839,112 shares of Common Stock outstanding as of the date of this report and an additional 1,087,667 shares of Common Stock that the reporting person has the right to acquire within 60 days of the date of the report.

<ol> <li>Names of Reporting Persons.</li> <li>I.R.S. Identification Nos. of above persons (entities only)</li> </ol>			s only)		
			Y	'A Global Investments II (U.S.), LP (42-1766918)	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) ⊠  (b) □				
3.	SEC Use Only				
4.	Citizenship or Place of Organization: Delaware				
Number Shares		5.	Sole Voting Power:	0	
Benefi Owned		6	Shared Voting Power:	1,690,985*	
Each Report Person		7.	Sole Dispositive Power:	0	
		8.	Shared Dispositive Power:	1,690,985*	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person: 1,690,985*				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □				
11.	Percentage of Class Represented by Amount in Row (9): 9.99%**				
12.	Type of Reporting Person (See Instructions): PN				
* 1 690 9	985 shares consist	ing of the	e direct ownership of 603 318 s	shares of Common Stock plus the deemed ownership of 1.087.667 shares of Common	

<sup>\* 1,690,985</sup> shares consisting of the direct ownership of 603,318 shares of Common Stock plus the deemed ownership of 1,087,667 shares of Common Stock that the reporting person has the right to acquire within 60 days of the date of the report.

<sup>\*\*</sup> Calculation based on 16,926,779 outstanding shares of the issuer's Common Stock, consisting of 15,839,112 shares of Common Stock outstanding as of the date of this report and an additional 1,087,667 shares of Common Stock that the reporting person has the right to acquire within 60 days of the date of the report.

1.	Names of Repo	orting Persons. ntification Nos. of above persons (entities only)		
		YA II GP, LP (80-0827189)		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) ⊠  (b) □			
3.	SEC Use Only			
4.	Citizenship or Place of Organization: Delaware			
Numb Shares		5. Sole Voting Power: 0		
Beneficially Owned by		6 Shared Voting Power: 1,690,985*		
Each Repor Persor	rting n With	7. Sole Dispositive Power: 0		
		8. Shared Dispositive Power: 1,690,985*		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person: 1,690,985*			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □			
11.	Percentage of Class Represented by Amount in Row (9): 9.99%**			
12.	Type of Reporting Person (See Instructions): PN			
		sting of the direct ownership of 603,318 shares of Common Stock plus the deemed ownership of 1,087,667 shares of Common stock plus the right to acquire within 60 days of the date of the report		

Stock that the reporting person has the right to acquire within 60 days of the date of the report.

<sup>\*\*</sup> Calculation based on 16,926,779 outstanding shares of the issuer's Common Stock, consisting of 15,839,112 shares of Common Stock outstanding as of the date of this report and an additional 1,087,667 shares of Common Stock that the reporting person has the right to acquire within 60 days of the date of the report.

1.	Names of Reporting Persons.  I.R.S. Identification Nos. of above persons (entities only)				
				YAII GP II, LLC (81-4908890)	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) ⊠  (b) □				
3.	SEC Use Only				
4.	. Citizenship or Place of Organization: Delaware				
Number		5.	Sole Voting Power:	0	
Benefi Owned		6	Shared Voting Power:	1,690,985*	
Each Report Person	•	7.	Sole Dispositive Power:	0	
		8.	Shared Dispositive Power:	1,690,985*	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person: 1,690,985*				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □				
11.	Percentage of Class Represented by Amount in Row (9): 9.99%**				
12.	Type of Reporti	ng Perso	on (See Instructions): OO		
* 1 600 0	005 aharaa aai	ting of th	ha dimant aumamakin af 602 210	shares of Common Stock plus the deemed augustable of 1,097,667 shares of Common	

<sup>\* 1,690,985</sup> shares consisting of the direct ownership of 603,318 shares of Common Stock plus the deemed ownership of 1,087,667 shares of Common Stock that the reporting person has the right to acquire within 60 days of the date of the report.

<sup>\*\*</sup> Calculation based on 16,926,779 outstanding shares of the issuer's Common Stock, consisting of 15,839,112 shares of Common Stock outstanding as of the date of this report and an additional 1,087,667 shares of Common Stock that the reporting person has the right to acquire within 60 days of the date of the report.

1.	Names of Reporting Persons.  I.R.S. Identification Nos. of above persons (entities only)			
				Yorkville Advisors Global, LP (90-0860458)
2.	Check the Appr (a) ⊠ (b) □	opriate Box if	a Member of a Group (Se	ee Instructions)
3.	SEC Use Only			
4.	Citizenship or P	ace of Organi	zation: Delaware	
Numbe Shares		5. Solo	e Voting Power:	0
Benefic Owned		6 Sha	red Voting Power:	1,690,985*
Each Reporti Person	ing	7. Sole	e Dispositive Power:	0
		8. Sha	red Dispositive Power:	1,690,985**
9.	Aggregate Amo	ınt Beneficial	y Owned by Each Report	ting Person: 1,690,985*
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □			
11.	Percentage of Class Represented by Amount in Row (9): 9.99%**			
12.	2. Type of Reporting Person (See Instructions): IA			
				shares of Common Stock plus the deemed ownership of 1,087,667 shares of Common days of the date of the report.
	of this report and			ter's Common Stock, consisting of 15,839,112 shares of Common Stock outstanding as of mon Stock that the reporting person has the right to acquire within 60 days of the date of

1.	Names of Repo	orting Persons. tification Nos. of above persons (entities only)		
		Yorkville Advisors Global II, LLC (81-4918579)		
2.	Check the Approximation (a) ⊠ (b) □	ropriate Box if a Member of a Group (See Instructions)		
3.	SEC Use Only			
4.	Citizenship or l	Place of Organization: Delaware		
Number Shares		5. Sole Voting Power: 0		
Benefi Owned	•	6 Shared Voting Power: 1,690,985*		
Each Reporting Person With		7. Sole Dispositive Power: 0		
		8. Shared Dispositive Power: 1,690,985*		
9.	Aggregate Amo	ount Beneficially Owned by Each Reporting Person: 1,690,985*		
10.	Check if the Ag	ggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11.	Percentage of C	Class Represented by Amount in Row (9): 9.99%**		
12.	Type of Reporting Person (See Instructions): OO			
		sting of the direct ownership of 603,318 shares of Common Stock plus the deemed ownership of 1,087,667 shares of Common berson has the right to acquire within 60 days of the date of the report.		
	of this report and	16,926,779 outstanding shares of the issuer's Common Stock, consisting of 15,839,112 shares of Common Stock outstanding as of an additional 1,087,667 shares of Common Stock that the reporting person has the right to acquire within 60 days of the date of		

1.	Names of Reporting Persons.  I.R.S. Identification Nos. of above persons (entities only)				
		Mark Angelo			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) ⊠  (b) □				
3.	SEC Use Only				
4.	Citizenship or Place of Organization: U.S.A.				
Numbe Shares	er of	5. Sole Voting Power: 0			
Benefic Owned Each	by	6 Shared Voting Power: 1,690,985*			
Report Person	C	7. Sole Dispositive Power: 0			
		8. Shared Dispositive Power: 1,690,985*			
9.	Aggregate Amo	ount Beneficially Owned by Each Reporting Person: 1,690,985*			
10.	Check if the Ag	ggregate Amount in Row (9) Excludes Certain Shares (See Instructions)			
11.	Percentage of C	Class Represented by Amount in Row (9): 9.99%**			
12. Type of Reporting Person (See Instructions): IN		ing Person (See Instructions): IN			
		sting of the direct ownership of 603,318 shares of Common Stock plus the deemed ownership of 1,087,667 shares of Common erson has the right to acquire within 60 days of the date of the report.			
	of this report and	16,926,779 outstanding shares of the issuer's Common Stock, consisting of 15,839,112 shares of Common Stock outstanding as of an additional 1,087,667 shares of Common Stock that the reporting person has the right to acquire within 60 days of the date of			

tem 1.		
(a)	Name of Issuer:	
		Kiromic BioPharma, Inc.
(b)	Address of Issuer's l	Principal Executive Offices
		7707 Fannin
		Houston, Texas 77054
tem 2.	Identity and	I Background.
(a)	Name of Person Filin	ng:
( )		YA II PN, Ltd.
(b)	Address of Principal	Executive Office or, if none, Residence of Reporting Persons:
(-)		1012 Springfield Ave.
		Mountainside, NJ 07092
(c)	Citizenship:	
	•	Cayman Islands
(d)	Title of Class of Secu	urities:
		Common Stock, with a par value \$0.001 per share
(e)	<b>CUSIP Number:</b>	
		497634105
tem 3.	If the staten	nent is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is:
(a)	☐ Broker or dealer	registered under section 15 of the Act (15 U.S.C. 78o);
(b)	☐ Bank as defined in	in section 3(a)(6) of the Act (15 U.S.C. 78c);
(c)		ny as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
(d)		any registered under section 8 of the Investment Company Act of 1940 (15 of the Act (15 U.S.C. 78o);
(e)		lviser in accordance with §240.13d-1(b)(1)(ii)(E); nefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
(f) (g)		company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
(b)		ations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
. /		at is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940
( )	(15 U.S.C. 80a-3	
(j)		ution in accordance with §240.13d-1(b)(1)(ii)(J); or
(k)	⊠ Group, in accorda	ance with 240.13d(b)(1)(ii)(K).

# Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 1,690,985\*

- (b) Percentage of Class: 9.99%\*\*
- (c) Number of shares as to which the person has:
  - (i) Sole Power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: Less than 1,690,985\*
  - (iii) Sole power to dispose or to direct the disposition: 0
  - (iv) Shared power to dispose or to direct the disposition: 1,690,985\*
- \* 1,690,985 shares consisting of the direct ownership of 603,318 shares of Common Stock plus the deemed ownership of 1,087,667 shares of Common Stock that the reporting person has the right to acquire within 60 days of the date of the report.
- \*\* Calculation based on 16,926,779 outstanding shares of the issuer's Common Stock, consisting of 15,839,112 shares of Common Stock outstanding as of the date of this report and an additional 1,087,667 shares of Common Stock that the reporting person has the right to acquire within 60 days of the date of the report.

#### Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  $\Box$ .

## Item 6. Ownership of more than five percent on Behalf of Another Person.

The reporting persons directly or indirectly own an aggregate of 1,690,985\* or 9.99%, of the Common Stock of the Company as of the date of this filing. YA II and the other reporting persons shared the power to vote and dispose any such shares of Common Stock.

**Direct** beneficial ownership of such Common Stock by the reporting persons is as follows (and therefore *excludes* any shares of Common Stock indirectly held by such person or any securities, such as warrants, which may be exercised or converted into Common Stock of the Company):

- YA II PN, Ltd. 603,318
- · YA Global Investments II (U.S.), LP -- 0
- · Yorkville Advisors Global, LP 0
- Yorkville Advisors Global II, LLC 0
- · YA II GP, LP 0
- · YAII GP II, LLC -- 0
- · Mark Angelo 0

Indirect beneficial ownership: YA II PN, Ltd. ("YA II") entered into a Standby Equity Purchase Agreement ("SEPA") with the issuer dated as of October 13, 2022. Under the SEPA, the issuer has the option to sell shares of its Common Stock to YA II, and YA II is obligated to purchase such shares, at a price and on the terms and subject to the conditions set forth in the SEPA. Under the SEPA, the issuer is prohibited from selling shares to YA II to the extent that it would cause the aggregate number of shares of Common Stock beneficially owned by YA II and its affiliates to exceed 9.99% of the shares of Common Stock of the issuer. In addition to the direct beneficial ownership set forth above, each reporting person is also deemed to be the indirect beneficial owner of additional 1,087,667 shares of Common Stock that the issuer has the right to sell to the reporting persons under a SEPA within 60 days of the date of this filing.

Below is a description of the relationship among the reporting persons:

YA II PN, Ltd. ("YA II") is beneficially owned by YA Global Investments II (U.S.), LP (the "YA Feeder"). Yorkville Advisors Global, LP (the "YA Advisor") is the investment manager to YA II. Yorkville Advisors Global II, LLC (the "YA Advisor GP") is the general partner to the YA Advisor. YAII GP, LP (the "YA GP") is the general partner to the YA Feeder. YAII GP II, LLC (the "Yorkville GP") is the general partner to the YA GP. Mark Angelo makes the investment decisions on behalf of YA II. Accordingly, each of YA II, YA Feeder, the YA Advisor, the YA Advisor GP, the Yorkville GP and Mark Angelo may be deemed affiliates and therefore may be deemed to beneficially own the same number of Common Shares.

For purposes of this filing, each of the reporting persons is deemed an affiliate of each other reporting person.

# Item 7. <u>Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.</u>

Not Applicable

## Item 8. <u>Identification and Classification of Member Group</u>

See Item 6.

#### Item 9. <u>Notice of Dissolution of Group</u>

Not Applicable

#### Item 10. Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as participant in any transaction having that purpose or effect.

#### **Additional Information:**

Each Reporting Person disclaims beneficial ownership of any securities beneficially owned by each other Reporting Person, and its report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of these securities for the purpose of Section 16 or for any other purpose.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement in true, complete and correct.

Dated: October 20, 2022

#### **REPORTING PERSON:**

#### YA II PN, Ltd.

By: /s/ Robert Munro

Robert Munro

Chief Compliance Officer

## YA Global Investments II (U.S.), Ltd.

By: /s/ Robert Munro

Robert Munro

Chief Compliance Officer

#### Yorkville Advisors Global, LP

By: Yorkville Advisors Global, LLC

**Its: General Partner** 

By: /s/ Robert Munro

Robert Munro

Chief Compliance Officer

# Yorkville Advisors Global II, LLC

By: /s/ Robert Munro

Robert Munro

Chief Compliance Officer

# YA II GP, LP

By: YAII GP II, LLC Its: General Partner

By: /s/ Robert Munro

Robert Munro

Chief Compliance Officer

#### YAII GP II, LLC

By: /s/ Robert Munro

Robert Munro

Chief Compliance Officer

#### **EXHIBIT 99.1**

#### JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the equity securities of Kiromic BioPharma, Inc. is, and any amendment thereto signed by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended. The undersigned hereby further agree that this Joint Filing Agreement be included as an exhibit to such statement and any such amendment. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein but shall not be responsible for the completeness and accuracy of the information concerning the others. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

Dated: October 20,, 2022

#### YA II PN, Ltd.

By: /s/ Robert Munro

Robert Munro

Chief Compliance Officer

#### YA Global Investments II (U.S.), Ltd.

By: /s/ Robert Munro

Robert Munro

Chief Compliance Officer

#### Yorkville Advisors Global, LP

By: Yorkville Advisors Global, LLC

**Its: General Partner** 

By: /s/ Robert Munro

Robert Munro

Chief Compliance Officer

#### Yorkville Advisors Global II, LLC

By: /s/ Robert Munro

Robert Munro

Chief Compliance Officer

#### YA II GP, LP

By: YAII GP II LLC Its: General Partner

By: /s/ Robert Munro

Robert Munro

Chief Compliance Officer

## YAII GP II LLC

By: /s/ Robert Munro

Robert Munro

Chief Compliance Officer