

Fahy Kathryn
 Form 4
 September 25, 2018

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Fahy Kathryn

2. Issuer Name and Ticker or Trading Symbol
 HENNESSY ADVISORS INC
 [HNNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 7250 REDWOOD BLVD., SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/12/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP and CFO

NOVATO, CA 94945

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 09/17/2018 | | F ⁽¹⁾ | V 505 D | \$ 14.61 | 26,025 | D |
| Common Stock | 09/18/2018 | | F ⁽¹⁾ | V 350 D | \$ 15 | 25,675 | D |
| Common Stock | 09/21/2018 | | G | V 1,000 D | \$ 0 | 24,675 | D |
| Common Stock | 09/21/2018 | | F ⁽¹⁾ | V 362 D | \$ 14.4 | 24,313 | D |
| Common Stock | 09/12/2018 | | A ⁽²⁾ | V 2,350 A | \$ 0 | 14,938.4313 (2) | I By Spouse |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------|-------------|---|-----------|
| Common Stock | 09/17/2018 | F ⁽¹⁾ | 306 | D | \$ 14.61 | 14,632.4313 | I | By Spouse |
| Common Stock | 09/18/2018 | F ⁽¹⁾ | 234.5 | D | \$ 15 | 14,397.9313 | I | By Spouse |
| Common Stock | 09/21/2018 | F ⁽¹⁾ | 209 | D | \$ 14.4 | 14,188.9313 | I | By Spouse |

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

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(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 Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fahy Kathryn 7250 REDWOOD BLVD., SUITE 200 NOVATO, CA 94945 | | | SVP and CFO | |

Signatures

/s/ Peter D. Fetzer, Attorney-in-Fact for Kathryn Fahy
 **Signature of Reporting Person
 09/25/2018
 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) Represents shares withheld for payment of taxes incident to the vesting of restricted shares.
 - (2) Includes 2,350 shares underlying restricted stock units that will vest 25% per year beginning on September 12, 2019.

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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